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9/06/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: SOUTHERN ENERGY PARTNERS, INC.
AUDIT NUMBER.....H96000012458

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 6, 1996

CORPORATE CREATIONS INTL
401 OCEAN DRIVE STE 312
MIAMI BEACH, FL 33139-6629

SUBJECT: SOUTHERN ENERGY PARTNERS, INC
REF: W96000018710

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000012458
Letter Number: 296A00041754

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**Articles of Incorporation
of
Southern Energy Partners, Inc.**

Article I. Name

The name of this Florida corporation is:
Southern Energy Partners, Inc.

Article II. Address

The mailing address of the Corporation is:
Southern Energy Partners, Inc.
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

Article III. Capital Stock

The Corporation shall have the authority to issue 3,000,000 shares of common stock,
par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Thomas J. Craft
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Dominic Socci
Thomas J. Craft

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 2, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 2, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

H96000012458

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

Southern Energy Partners, Inc.

REGISTERED AGENT:

Thomas J. Craft
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Thomas J. Craft
by Luis A. Uriarte as attorney-in-fact

Date: October 2, 1996

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Corporate Creations International Inc.
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Miami Beach FL 33139-6629
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