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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: SOUTHWIND FINANCIAL GROUP & ASSOCIATES, INC.

AUDIT NUMBER.....H96000014527

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF**

SOUTHWIND FINANCIAL GROUP & ASSOCIATES, INC.

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ARTICLE I - NAME

The name of this Corporation is SOUTHWIND FINANCIAL GROUP & ASSOCIATES, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares," and distributed to the following individuals as follows:

Lineth Del Carmen Solis	300 shares
Raul D. Rodriguez	300 shares
Patricia Nunez	250 shares
David Velez	75 shares
Raul Valdes	75 shares

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial Registered Agent of this Corporation is Lineth del Carmen Solis, and the street address of the initial principal office of this Corporation is 385 East 8th Street, Hialeah, Florida 33010.

Prepared by:

ISAAC A. VELAZQUEZ
& ASSOCIATES, P.A.
2100 Ponce De Leon Boulevard
Suite 1100
Coral Gables, Florida 33134
(305) 446-0076

H96000014527

ARTICLE VI - INITIAL BOARD OF DIRECTORS**H 96 00 001 4 527**

This Corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lineti Del Carmen Solis	385 East 8th Street, Hialeah, Florida 33010
Raul D. Rodriguez	385 East 8th Street, Hialeah, Florida 33010
David Velez	385 East 8th Street, Hialeah, Florida 33010
Patria Nunez	385 East 8th Street, Hialeah, Florida 33010
Raul Valdez	385 East 8th Street, Hialeah, Florida 33010

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by Law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase such stockholder's prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these Articles is Lineti del Carmen Solis, 385 East 8th Street, Hialeah, Florida 3310.

ARTICLE XI - OFFICES

The principal office of this Corporation and mailing address shall be established and maintained at 385 East 8th Street, Hialeah, Florida 3310. This Corporation may also have offices at such places within or without the State of Florida as the Board may from time to time establish.

ARTICLE XII - AMENDMENT**H 96000014527**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14 day of October 1996.



LINETH DEL CARMEN SOLIS, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

Before me, a Notary Public authorized in the State and County set forth above, personally appeared **LINETH DEL CARMEN SOLIS**, personally known to me to be the person, who as Incorporator, executed the foregoing Articles of Incorporation of **SOUTHWIND FINANCIAL GROUP & ASSOCIATES, INC.**, and acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 of October 1996.



NOTARY PUBLIC

Print Name:

My commission expires:

**H 96000014527**

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND
ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that SOUTHWIND FINANCIAL GROUP & ASSOCIATES, INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the city of Hialeah, County of Dade, State of Florida, has named LINETH DEL CARMEN SOLIS, located at 385 East 8th Street, Hialeah, Florida 33010, as its agent to accept service of process within the State of Florida.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties as provided in Section 607.325, Florida Statutes.

Dated this 16 day of October 1996.



LINETH DEL CARMEN SOLIS

FILED
OCT 16 PM 12:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

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