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FILED

97 JAN -6 AM 11:06

TELEPHONE  
(561) 392-5707

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX (561) 388-0709

January 2, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

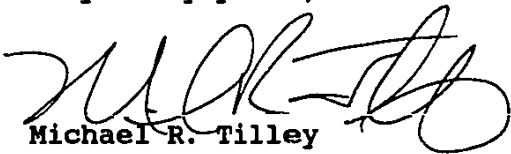
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\*\*\*\*122.50 \*\*\*\*122.50

RE: SOUTHCAP VENTURES, INC.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation, along with the registered agent's acceptance. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

  
Michael R. Tilley

MRT/dj  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SOUTHCAP VENTURES, INC.**

**ARTICLE I. CORPORATE NAME**

The name of this corporation is SOUTHCAP VENTURES, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The mailing address of this corporation is 2000 Glades Road, Suite 204, Boca Raton, Florida 33431.

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent are Norman D. Fine, 2000 Glades Road, Suite 204, Boca Raton, Florida 33431

**ARTICLE V. INCORPORATORS**

The name and street address of the incorporator to these articles of incorporation are Norman D. Fine, 2000 Glades Road, Suite 204, Boca Raton, Florida 33431.

The undersigned has executed these articles of incorporation on January 2, 1997.

  
\_\_\_\_\_  
Norman D. Fine

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**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S.607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Southcap Ventures, Inc.
2. The name of the registered agent is Norman D. Fine.
3. The address of the registered agent/registered office is 2000 Glades Road, Suite 204, Boca Raton, Florida 33431.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Norman D. Fine

Date: January 2, 1997