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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: SOUTHERN CROSS VENTURES, INC.

AUDIT NUMBER.....H97000003288

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation SOUTHERN CROSS VENTURES, INC.
Address of Corporation 1207 THIRD STREET SOUTH SUITE 3
NAPLES, FLORIDA 34102

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: SUE KEATLEY
and 690 HARBOUR DRIVE
REGISTERED AGENT: NAPLES, FLORIDA 34103

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Sue Keatley 2/21/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.
1. ALLISON MILLER 225 COLONADE CIRCLE, NAPLES, FLORIDA 34103
2. KEVIN O'BRIEN 690 HARBOUR DRIVE. NAPLES, FLORIDA 34103

Article 5: The Name and Address of the INCORPORATOR is:

SUE KEATLEY
690 HARBOUR DRIVE
NAPLES, FLORIDA 34103

In witness whereof I have subscribed my name Sue Keatley
Signature of Incorporator

SUE KEATLEY

H97-3288
Prepared by:

ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33138
305-358-2571

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CLERK OF DISTRICT COURT
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