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March 13, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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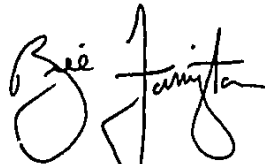
RE: Southbreeze, Inc.

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Also enclosed is a check in the amount of \$122.50, which includes a \$35.00 filing fee, a \$52.50 certification fee to certify the Articles of Incorporation and return to me, and \$35.00 for filing the registered agent form. Please return a duly certified copy back to me at your earliest convenience.

If you have any questions, please feel free to contact me.

Sincerely yours,



WILLIAM E. FARRINGTON, II

WEFII/las
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 14 PM 1:10

3/19/97

ARTICLES OF INCORPORATION

OF

SOUTHBREEZE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 14 PM 1:10

I, the undersigned incorporator, here make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

I. NAME

The name of the Corporation shall be Southbreeze, Inc.

II. PURPOSE

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III. AUTHORIZED SHARES

The corporation shall be authorized to create and issue 7,500 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the corporation may be issued for consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the corporation, not less than the par value of the stock so to be issued.

IV. TERMS OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be:

307 South Palafox Street
Pensacola, Florida 32501

The principal office of this corporation shall be:

28 Chamalee Cove
Slidell, Louisiana 70460

The name and initial Registered Agent of this corporation and his address shall be:

William E. Farrington, II
307 South Palafox Street
Pensacola, Florida 32501

VI. BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the corporation.

VII. DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Richard Charles Pfister
28 Chamalee Cove
Slidell, Louisiana 70460

VIII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

RICHARD CHARLES PFISTER
28 Chamalee Cove
Slidell, Louisiana 70460

IX. SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and for creating, defining, limiting and regulating the powers of the corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 7 day of March, 1997.

Richard Charles Pfister
RICHARD CHARLES PFISTER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared RICHARD CHARLES PFISTER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Florida, this 7th day of March, 1997.

LINDA A. SMITH
"Notary Public—State of FL."
Comm. Exp. October 17, 2000
Comm. No. CC585632

Sign: Linda A. Smith
Print: LINDA A. SMITH
NOTARY PUBLIC - State of FLORIDA
My Commission Expires: 10/17/2000
My Commission Number: CC585632

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

SOUTHBREEZE, INC.

FILED
CLERK OF STATE
INCORPORATIONS

97 MAR 16 PM 1:13

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, SOUTHBREEZE, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 307 South Palafox Street, Pensacola, Florida 32501, has named WILLIAM E. FARRINGTON, II located at 307 South Palafox Street, as its Registered Agent to accept service of process within this State.

By:

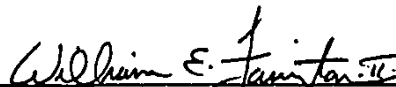


RICHARD CHARLES PFISTER

Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:



WILLIAM E. FARRINGTON, II

Registered Agent