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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 1:09

April 23, 1997

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

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-04/30/97--01112--012
****122.50 ****122.50

RE: Old Southern Trading, Inc.

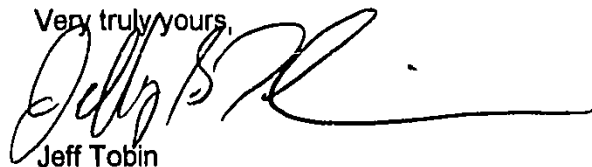
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one certified copy.

I am enclosing my check in the amount of \$122.50 covering:

- | | | |
|----|------------------------------|--------------|
| 1. | Filing fee | \$ 35.00 |
| 2. | Certified copies | 52.50 |
| 3. | Registered Agent designation | <u>35.00</u> |
| | | \$122.50 |

Very truly yours,



Jeff Tobin

JT/

Enclosures

D. BROWN MAY - 1 1997

ARTICLES OF INCORPORATION
OF
OLD SOUTHERN TRADING, INC.

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ARTICLE I

NAME

The name of this corporation shall be **OLD SOUTHERN TRADING, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

120 South Prospect Drive
Coral Gables, Florida 33133

ARTICLE III

MAILING ADDRESS

The mailing address of this corporation shall be:

120 South Prospect Drive
Coral Gables, Florida 33133

ARTICLE IV

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State

ARTICLE V

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, each at \$1.00 par value.

ARTICLE VII

PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is:

120 South Prospect Drive
Coral Gables, Florida 33133

The name of the initial registered agent of the corporation is, together with the agent's address:

Mark A. Kaire
44 West Flagler Street
Suite 2400
Miami, FL 33130

ARTICLE IX

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Jeff Tobin
120 South Prospect Drive
Coral Gables, Florida 33133

Director

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement hereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors arising out of their status as such.

ARTICLE XI

INCORPORATION

The name and address of the person signing these Articles is:

Jeff Tobin
120 South Prospect Drive
Coral Gables, Florida 33133

ARTICLE XII

BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of APRIL, 1997.


JEFF TOBIN
Incorporator

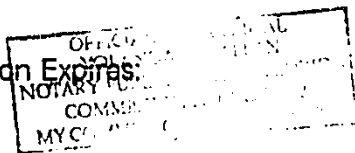
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day of April, 1997 by Jeff Tobin, who has produced _____, as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed by official seal, in the State and County aforesaid, this ____ day of April, 1997.


Notary Public, State of Florida
Signature of Person Taking
Acknowledgment

My Commission Expires:





Name of Acknowledger Typed

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: _____


MARK A. KAIRE