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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ESTRATEGIAS DEL SUR, INC.

AUDIT NUMBER.....H97000010136

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ESTRATEGIAS DEL SUR, INC.
REF: W97000014440

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please provide an English translation for the entity's name in your cover letter.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

FAX Aud. #: H97000010136
Letter Number: 797A00032931

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ARTICLES OF INCORPORATION
OF
ESTRATEGIAS del Sur, Inc.

EFFECTIVE DATE
6/9/97

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I -- Name. The name of the corporation is ESTRATEGIAS del Sur.

ARTICLE II -- Principal Office. The principal office of ESTRATEGIAS del Sur shall be located in Naples, Florida; and the mailing address of the Corporation is Post Office Box 2101, Naples, Florida, 34106.

ARTICLE III -- Effective Date. The effective date of the corporation, ESTRATEGIAS del Sur is in accordance with Section 607.0203, Florida Statutes. The date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE IV -- Duration. The duration of the corporation shall be perpetual.

ARTICLE V -- Purposes. The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida General Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE VI -- Capital Stock. The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock", of the par value of One dollar (\$1.00) per share.

ARTICLE VII -- Directors. The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the initial Director is:

MARIO E. DELGADO
Post Office Box 2101
Naples, Florida 34106

ARTICLE VIII -- Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without

Melinda P. Riddle, Esq.
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the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE IX -- Right to Purchase Own Shares. The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE X -- Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI -- Registered Office and Agent. The address of the initial registered office of the corporation is 3174 East Tamiami Trail, Unit #1, Naples, Florida, 34112, and the name of its initial registered agent at such address is MELINDA P. RIDDLE.

ARTICLE XII -- Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIII -- Incorporator. The name and address of the incorporator is MELINDA P. RIDDLE, 3174 East Tamiami Trail, Unit #1, Naples, Florida 34112.

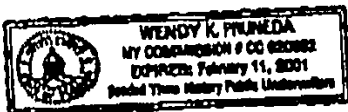
Executed this 19th day of June, 1997.

Melinda P. Riddle
MELINDA P. RIDDLE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of June, 1997, by MELINDA P. RIDDLE, who is personally known to me, or who has produced N/A State Driver's License, Number N/A, as identification.

SWORN TO AND SUBSCRIBED before me this 19th day of June, 1997.



Wendy K. Purneda
Signature of Notary

Wendy K. Purneda
Name of Notary Printed

CC620637
Serial Number, Commission Number (if any) Printed

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CERTIFICATE OF ACCEPTANCE OF DESIGNATED
REGISTERED AGENT AND REGISTERED OFFICE

In Compliance with Section 48.091, Florida Statutes and
Section 607.0501 (3) of the Florida General Corporation Act, the
following is submitted:

1. That ESTRATEGIAS del Sur, Inc., desiring to organize under the laws of the State of Florida, has named MELINDA P. RIDDLE, located at 3174 East Tamiami Trail, Unit 1, Naples, Collier County, Florida, 34112, as its agent to accept service of process within the State of Florida.

Melinda P. Riddle
 MELINDA P. RIDDLE, Incorporator
 Dated: June 19, 1997

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity; I am familiar with and accept the obligations of Section 607.0501 of the Florida General Corporation Act and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Melinda P. Riddle
 MELINDA P. RIDDLE,
 Registered Agent
 Dated: June 19, 1997

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