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LAW OFFICES

of

KARLEEN A. GRANT

September 12, 1997

Documents Examiner
New Filings Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300002292899--9
-09/15/97--01085--010
*****70.00 *****70.00

RE: SOUTHERN CROSS CAPITAL, INC. .

Dear Sir or Madame:

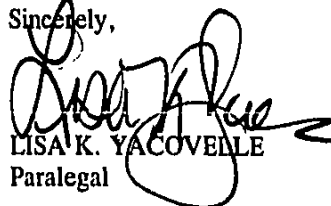
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please file the original, time-stamp the copy, and return the time-stamped copy to the undersigned.

I am also enclosing a check in the amount of \$70.00 to cover the following:

Filing Fee:	\$35.00
Registered Agent Designation:	\$35.00

Thank you for your cooperation in this matter.

Sincerely,


LISA K. YACOVELLE
Paralegal

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

SEP 17 1997

ARTICLES OF INCORPORATION
of
SOUTHERN CROSS CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **SOUTHERN CROSS CAPITAL, INC.**

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

FOURTH: The name and address of the undersigned subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karleen A. Grant	1033 Flagler Avenue Key West, FL 33040

FIFTH: The above named subscriber, addresses as indicated, shall be the director of this corporation until his successor is elected. This corporation shall have not less than one (1) nor more than five (5) directors.

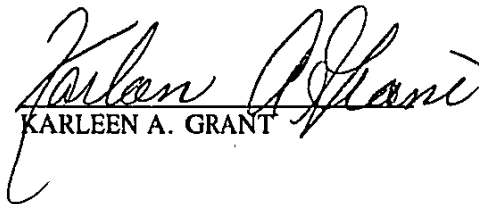
SIXTH: The street address of the initial registered office of this corporation is 1033 Flagler Avenue, Key West, Florida 33040, and the name of its Registered Agent at such address is KARLEEN A. GRANT.

SEVENTH: The principal office of the corporation shall be 517 Truman Avenue, Key West, Florida 33040.

EIGHTH: The duration of the corporation is perpetual.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed to these Articles of Incorporation, this 12th day of September, 1997.


KARLEEN A. GRANT

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 12th day of September, 1997, by **KARLEEN A. GRANT, who is personally known to me.**


NOTARY PUBLIC

My Commission Expires:



Lisa K Sanchez
My Commission CC820050
Expires February 9, 2001

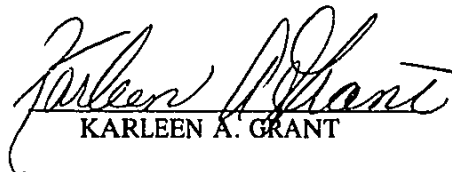
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

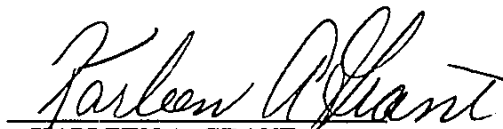
That **SOUTHERN CROSS CAPITAL, INC.**, , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Key West, County of Monroe, State of Florida, has named **KARLEEN A. GRANT**, whose address is 1033 Flagler Avenue, Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.

DATED: September 12, 1997.


KARLEEN A. GRANT

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KARLEEN A. GRANT
Registered Agent