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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

LMS

FAX #: (305)672-9110

NAME: SOUTH TRUST VENTURES, INC.

AUDIT NUMBER.....H97000016607

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

CERT. OF STATUS..1

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
SOUTH TRUST VENTURES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is: SOUTH TRUST VENTURES, INC.

**ARTICLE II
ADDRESS**

The mailing address of the Corporation is: SOUTH TRUST VENTURES, INC., Wellington Corporate Center, 1200 Corporate Center Way, Suite 100, Wellington, FL 33414.

**ARTICLE III
PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue a total of 20,000 shares of common stock, par value \$.01 per share, of which 10,000 shares shall be Class A voting common stock and 10,000 shares shall be Class B non-voting common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of issued and outstanding voting common stock. A voting common stockholder shall not be disqualified from voting on any matter in which he has an interest.

Richard B. Comiter I FL Bar Member 330027
August Comiter Kulunas & Schepps, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.
- (c) With the exception of voting rights, each share of common stock shall have the same characteristics regardless of class.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is Wellington Corporate Center, 1200 Corporate Center Way, Suite 100, Wellington, FL 33414, and the name of the registered agent of the Corporation is Bruce A. Rendina.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the director of the Corporation is:

Bruce A. Rendina
Wellington Corporate Center
1200 Corporate Center Way, Suite 100
Wellington, FL 33414

ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

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**ARTICLE IX
CLASS VOTE**

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the share of voting common stock.

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles is: Richard B. Comiter, Esq., 250 South Australian Avenue, Suite 1100, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned and registered agent has executed these Articles of Incorporation as of October 6, 1997.


Richard B. Comiter, Esq., Incorporator

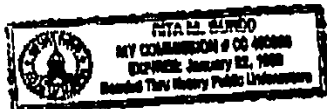
STATE OF FLORIDA)
 PALM BEACH)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard B. Comiter, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal; in the State and County aforesaid on the 6th day of October, 1997.


Notary Public, State of Florida

My Commission Expires:



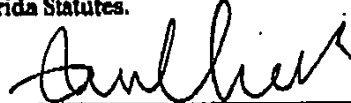
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ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325, Florida Statutes.



Bruce A. Rendina, Registered Agent
by Luis Uriarte, as Attorney-in-Fact

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