

P97000099901

SIMA ACCOUNTING SERVICES INC.

7221 S.W. 24 STREET

SUITE 212

MIAMI, FLORIDA 33155

PHONE: (305) 265-4648 FAX: (305) 265-4524

November 11, 1997

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-11/14/97--01033--010
*****78.75 *****78.75

Ref: **DEEP SOUTH** **INC.**

Dear Sirs:

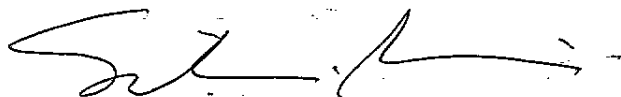
Enclosed is an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Dept. of State. Also enclosed is a check for \$ 78.75 as payment for the following:

Filing Fee & Certificate \$ 78.75

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed.

Thank you for your assistance in this matter.

Sincerely,



Silvia M. Garcia
President - Sima Accounting Services, Inc.

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97 NOV 24 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-11/24/97

TM-11/18/97
W97-25971
CONF# P96-46716



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

DEEP SOUTH TRADING, INC.
SIMA ACCOUNTING SERVICES INC.
7221 SW 24 ST, STE 212
MIAMI, FL 33155

We have received your document for DEEP SOUTH TRADING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 897A00055349

SIMA ACCOUNTING SERVICES INC.

7221 S.W. 24 STREET

SUITE 212

MIAMI, FLORIDA 33155

PHONE: (305) 265-4648 FAX: (305) 265-4524

November 21, 1997

Tracy Meyer
Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314


Ref: Your letter No. 897A00055349

Tracy Meyer:

With reference to your letter (see copy enclosed) and our telephone conversation, enclosed is the revised document you returned. You had mentioned the day I called that Deep South, Inc. was available.

If you have any questions, you can reach me at (305) 265-4648.

Thank you.

A handwritten signature in black ink, appearing to read 'Silvia M. Garcia', with a long horizontal flourish extending to the right.

Silvia M. Garcia
President - Sima Accounting Services, Inc.

ARTICLES OF INCORPORATION

OF

DEEP SOUTH, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

DEEP SOUTH, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The street address of the initial principal office and the name of the Resident Agent of this Corporation shall be:
JOSE TORRES
532 LUENGA AVENUE
CORAL GABLES, FL. 33146

ARTICLE V

The initial Board of Directors shall consist of a total of ONE (1) person, and the name and address of the person who is to serve as initial director is:

PRES. - JOSE TORRES
532 LUENGA AVENUE
CORAL GABLES, FL. 33146

The name and address of the incorporator executing these Articles of Incorporation is:

JOSE TORRES
532 LUENGA AVENUE
CORAL GABLES, FL. 33146

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles
of Incorporation this 11th day of NOVEMBER, 1997.

Jose T. Torres
JOSE TORRES

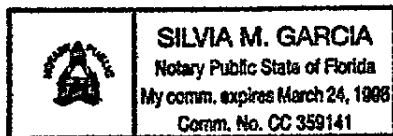
STATE OF FLORIDA }
 } SS.
COUNTY OF DADE }

BEFORE ME, a notary public authorized to take acknowledgements in the state of
county set forth above, personally appeared _____ known to me and
known by me to be the person(s) who executed the foregoing Articles of Incorporation,
and he (they) acknowledge before me that he(they) executed those Articles of incorpo-
ration.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid, this 11th day of NOVEMBER, 19 97.

Silvia M. Garcia
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections of 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DEEP SOUTH, INC.

2. The name and address of the registered agent and office is:

JOSE TORRES

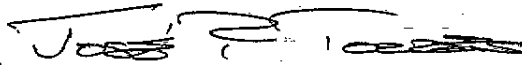
(Name)

532 LUENGA AVENUE, CORAL GABLES, FL. 33146

(Address/City/State/Zip)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

11/11/97

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97 NOV 24 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA