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12/31/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNIE ~~W. CHESSE~~ *6-y*

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: SOUTH PARK CORP.

AUDIT NUMBER.....H97000021499

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE
1-1-98

The name of this Florida corporation is:
South Park Corp.

This corporation shall be able to engage in speculative trading, shall be able to trade on margin, and shall be able to effect short sales.

Article II. Address

The mailing address of the Corporation is:
South Park Corp.
50 Broad Street, 2nd Floor
New York NY 10004

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Andrew Actman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

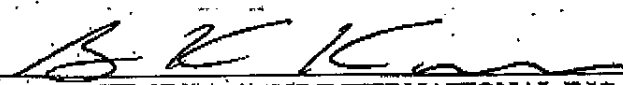
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 1, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 31, 1997.


CORPORATE CREATIONS INTERNATIONAL INC.

Greg K. Kuroda Vice President

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

South Park Corp.

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.

Greg K. Kuroda, Vice President

Date: 12/31/97

**American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752**

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