

P98000021302



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 729678 4302355

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : March 5, 1998

ORDER TIME : 3:18 PM

ORDER NO. : 729678-005

CUSTOMER NO: 4302355

100002448701--8

CUSTOMER: Ralph D. Mosley, Legal Asst
TENZER GREENBLATT, L.L.P.

15th Floor
405 Lexington Avenue
New York, NY 10174

DOMESTIC FILING

NAME: SOUTH PORTFOLIO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 3/6/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 AM 9:05

98 MAR -5 PM 4:07
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SOUTH PORTFOLIO INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 AM 9:05

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

1. The corporate name for the corporation is:

SOUTH PORTFOLIO INC.

2. The address, wherever located, of the principal office of the corporation, if known, is c/o Dra Advisors, Inc. 1180 Avenue of the Americas, 18th Floor, New York, New York 10036.

3. The mailing address, wherever located, of the corporation is c/o Dra Advisors, Inc. 1180 Avenue of the Americas, 18th Floor, New York, New York 10036.

4. The number of shares that the corporation is authorized to issue is 200, all of which are of a par value of \$.01 each and are of the same class and are to be common shares.

5. The street address of the initial registered office of the corporation in the State of Florida is
-1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

6. The name and the address of the incorporator:

NAME

ADDRESS

Ralph Mosley

Tenzer Greenblatt LLP
405 Lexington Avenue
New York, New York

7. The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

8. The duration of the corporation shall be perpetual.

9. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. If the Florida Business Corporation Act is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

10. No director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgement or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(iii) A circumstance under which the liability provisions of Section 607.0834 are applicable;

(iv) In a proceeding by or in the right of the corporation to procure a judgement in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

11. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 4, 1998



Ralph Mesley, Sole Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Patricia Pigato
Name: _____
Title: _____

Date: 3/5/98

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98 MAR -5 AM 9:05