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LAW OFFICES OF
WEITZ & SCHWARTZ, P.A.
WORLD EXECUTIVE BUILDING, SUITE 290
3500 NORTH STATE ROAD 7
FORT LAUDERDALE, FLORIDA 33319

JEFFREY L. WEITZ
ERIC R. SCHWARTZ

TELEPHONE (954) 484-3544
FAX (954) 735-9594

March 24, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
3-24-98

000002467940--9
-03/25/98-01047--011
***122.50 ***122.50

Re: SOUTHERN FUNDING CORP.

Dear Sirs:

Enclosed please find an original and two copies of the Articles of Incorporation for the above-captioned corporation. I have also enclosed my check payable to the Secretary of State in the amount of \$122.50 representing payment of the following:

| | |
|---|---------|
| Filing fee | \$35.50 |
| Certified Copy of Articles of Incorporation: | 52.00 |
| Designation of Resident Agent: | 35.00 |

Also enclosed please find an original Certificate Designating Place of Business and Agent together with two copies. Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest opportunity.

Thank you for your cooperation in this matter.

Very truly yours,

WEITZ & SCHWARTZ, P.A.

Eric R. Schwartz

ERS/co
Enclosures

FILED
98 MAR 25 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 3/26/98

**ARTICLES OF INCORPORATION
OF
SOUTHERN FUNDING CORP.**

FILED
98 MAR 25 AM 11:57
SECRET
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is SOUTHERN FUNDING CORP.

EFFECTIVE DATE
3-24-98

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3500 North State Road Seven, Suite 290, Fort Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is Eric R. Schwartz.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Patricia Halprin
P.O. Box 388
Ft. Lauderdale, FL 33302-0388

ARTICLE VIII - CORPORATE MAILING ADDRESS

The principal mailing address of the corporation is:

1319 South Andrews Avenue
Ft. Lauderdale, FL 33316

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Eric R. Schwartz
3500 N. State Rd. 7, Suite 290
Ft. Lauderdale, FL 33319


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of March, 1998.

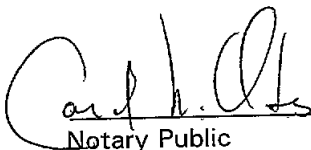

ERIC R. SCHWARTZ

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24th day of March, 1998 by ERIC R. SCHWARTZ, who is personally known to me and who did not take an oath.

My Commission Expires:


Notary Public



Carol M. Otis
MY COMMISSION # CC523480 EXPIRES
January 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

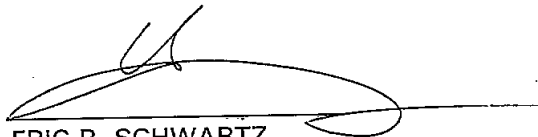
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That SOUTHERN FUNDING CORP. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the City of Ft. Lauderdale, County of Broward, State of Florida, has named Eric R. Schwartz, located at 3500 North State Rd. 7, Suite 290, Ft. Lauderdale, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated 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.


ERIC R. SCHWARTZ

FILED
98 MAR 25 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA