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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SOUTH RIVER CORP.

AUDIT NUMBER.....H98000005870

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SOUTH RIVER CORP.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

SOUTH RIVER CORP.

2. The period of duration is perpetual.

3. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

4. The corporation shall have the authority to issue One Hundred (100) shares, all of one class, at One (\$1.00) Dollar par value.

5. The address of its initial Registered Office:

999 Ponce de Leon Boulevard
Suite 720
Coral Gables, Florida 33134

6. The name of its initial Registered Agent is:

RAUL CARRERAS, JR.

7. The number of directors constituting its initial Board of

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RAUL CARRERAS JR., P.A.
999 Ponce de Leon Boulevard
Suite 720
Coral Gables, Florida 33134
Tel. (305) 444-3800
Florida Bar No. 297992

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Directors is three (3), whose names and addresses are:

STEVEN A. BELINSKY
726 Paradiso Avenue
Coral Gables, Florida 33146

CLARA BELINSKY
726 Paradiso Avenue
Coral Gables, Florida 33146

LUIS E. AYA
9433 Bay Drive
Surfside, Florida 33154

8. The Principal Office and of the corporation is:

8085 N.W. 50th Street
Medley, Florida 33166

9. The mailing address of the corporation is:

999 Ponce de Leon Boulevard
Suite 720
Coral Gables, Florida 33134

10. The name and address of the incorporator is:

STEVEN A. BELINSKY
726 Paradiso Avenue
Coral Gables, Florida 33146

11. The preemptive rights shall be as follows:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder shall be determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock then authorized.

DATED: This 13th day of March, 1998.

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Steven A. Belinsky
STEVEN A. BELINSKY

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared STEVEN A. BELINSKY, who after being duly sworn, deposes and states that he is the person who executed the above Articles of Incorporation, and that he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein stated and set forth.

WITNESS MY HAND and Official Seal on this 13th day of March, 1998.

Raul Carreras, Jr.
Notary Public, State
of Florida at Large

My Commission Expires:



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

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

That SOUTH RIVER CORP., desiring to organize under the laws of the State
of Florida, with its principal office as indicated in the Articles of
Incorporation, in the County of Dade, State of Florida, has named the following
individual as its agent to accept service of process within this state:

RAUL CARRERAS, JR.
999 Ponce de Leon Boulevard
Suite 720
Coral Gables, Florida 33134

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 the said Act
relative to keeping open the said office.


RAUL CARRERAS, JR.

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TALLAHASSEE, FLORIDA

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