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Kimberly Ciresa
1881 Middle River ~~Road~~ DRIVE
Apt. 405
Ft. Lauderdale, FL 33305
(954) 564-1286

June 10, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

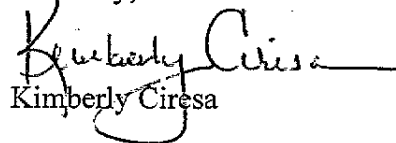
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Subject: Southern Source, Inc.

Dear Sir or Madam:

Enclosed please find (1) an original and one copy of the Articles of Incorporation for Southern Source, Inc., and (2) a check for \$122.50 for the Filing Fee and a Certified Copy (made payable to the Department of State).

Sincerely,


Kimberly Ciresa

/mwm

Enclosures

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APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 15 1998

ARTICLES OF INCORPORATION
OF
SOUTHERN SOURCE, INC.

Article I

Name

The name of the corporation is Southern Source, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

1881 Middle River Drive
Apt. 405
Ft. Lauderdale, Florida 33305

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The mailing address of this corporation shall be:

1881 Middle River Drive
Apt. 405
Ft. Lauderdale, Florida 33305

Article V

Capital Stock

The corporation is authorized to issue One Hundred (100) shares of common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A., 500 E. Broward Boulevard, Suite 1400, Ft. Lauderdale, Florida 33394, and the name of the initial registered agent of this corporation at the address is Michael W. Marcil. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Kimberly Ciresa 1881 Middle River Drive
Apt. 405
Ft. Lauderdale, Florida 33305

Article VIII

Incorporators

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

Kimberly Ciresa 1881 Middle River Drive
Apt. 405
Ft. Lauderdale, Florida 33305

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees; embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; 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, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her 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 a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



Kimberly Ciresa
Incorporator and Director

DATED: This 10th day of June 1998

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Southern Source, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Michael W. Marcil
Michael W. Marcil

DATED: This 10th day of June 1998

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