

CHRISTOPHER A. DESROCHERS, ESQ.

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PA0000054776

June 15, 1998

Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

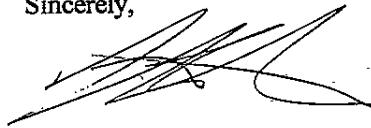
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\*\*\*\*\*122.50\*\*\*\*\*122.50

**RE: Southern Acquisition Group, Inc.--Articles of Incorporation.**

To Whom It May Concern:

Enclosed, please find two sets of Articles of Incorporation for filing, along with a check for \$122.50 payable to the Florida Dept. of State for the filing fee and the fee for one certified copy of the articles of incorporation. Please return the filing acknowledgment and the certified copy to the address listed at the top of this page. As always, if you have any questions or concerns, please feel free to contact me.

Sincerely,



Christopher Desrochers

Enclosures (2)

Original signed Articles of Incorporation.

Client Ck. #1114 for \$122.50 payable to Fla. Dept. of State.

FILED  
98 JUN 17 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JUN 18 1998  
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**ARTICLES OF INCORPORATION  
SOUTHERN ACQUISITION GROUP, INC.  
12711 PINEWAY DR.  
LARGO, FL 33773**

**FILED**  
98 JUN 17 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: SOUTHERN ACQUISITION GROUP, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 12711 PINEWAY DR., LARGO, FL 33773.

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares. This amount may be amended as provided in the bylaws.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: JENNIFER CUSTER, 12711 PINEWAY DR., LARGO, FL 33773.

**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: JENNIFER CUSTER, 12711 PINEWAY DR., LARGO, FL 33773.

**ARTICLE VI OFFICERS, DIRECTORS, AND SHAREHOLDERS**

This corporation shall be governed by a board of directors. The composition of the board of directors, the procedure for election and/or appointment of directors, and the powers and duties of both directors and the board of directors are contained in the bylaws. This corporation shall also have a president, a secretary, and other such officers as contained in the bylaws. The powers and duties of the officers, as well as the procedure for the election and/or appointment of officers is contained in the bylaws. The rights, powers, and duties of the shareholders are contained in the bylaws.

#### ARTICLE VII PREEMPTIVE RIGHTS

Upon the issuance of common stock, or of securities convertible into, exchangeable for or carrying rights or warrants to subscribe to, common stock, solely for cash, each holder of the outstanding shares of common stock of the corporation shall have the right, unless waived, to purchase substantially the pro rata proportion of common stock or other securities to be issued according to the number of outstanding shares of common stock held, but only at a price, within the time and on the terms fixed by the board of directors, except that no holder of common stock shall have any right to subscribe for or purchase common stock issued to satisfy option rights granted by the corporation pursuant to the authorization by a majority of the outstanding common stock of the corporation. This paragraph shall not be amended, altered or changed to the detriment of the holders of common stock of the corporation, or repealed, except by unanimous vote of the holders the outstanding common stock of the corporation at a meeting called and held for that purpose.

No holder of shares of capital stock of the corporation of any class (including, but without limitation, common stock without par value) shall be entitled as a matter of right, except as provided in the preceding paragraph, to subscribe for or purchase any part of any new or additional capital stock of any class whatsoever, or any new or additional securities convertible into, exchangeable for or carrying rights or warrants to subscribe to capital stock of any class, whether now or later authorized and whether issued for cash or other consideration or by way of dividend.

#### ARTICLE VIII AMENDMENT OF ARTICLES

These articles may be amended in whole or in part upon approval by the President and upon the unanimous approval of the Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of June, 1998.

  
JENNIFER CUSTER

AFFIDAVIT OF ACCEPTANCE OF POSITION AS REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME this day personally appeared JENNIFER CUSTER, who, after being duly sworn, fully deposes under oath that the following is true and accurate:

1. Under the Articles of Incorporation of SOUTHERN ACQUISITION GROUP, INC., I have been appointed the registered agent of the corporation.

2. I am fully aware of the duties and responsibilities inherent to being a registered agent.

3. I am of lawful age to be a registered agent and I am competent.

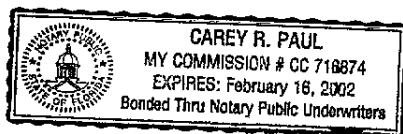
4. I accept the position of registered agent of SOUTHERN ACQUISITION GROUP, INC.

Jennifer Custer  
JENNIFER CUSTER

Sworn to and subscribed before me this 11 day of June, 1998, by JENNIFER CUSTER, who is personally known to me or has produced FL DL as identification and who has taken an oath.

C 236-432-65-943-0

Carey R. Paul  
Notary



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TALLAHASSEE FLORIDA