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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
 FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
 CONTACT: RAY STORMONT FAX #: (305)541-3770
 PHONE: (305)541-3694

NAME: UNITED SOUTH HOLDINGS, INC.
 AUDIT NUMBER.....H98000011570
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..0 PAGES..... 6
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ARTICLES OF INCORPORATION
OF
UNITED SOUTH HOLDINGS, INC.

I. H98000011570

The name of the corporation is: UNITED SOUTH HOLDINGS, INC.

II.

The term for which this corporation shall exist shall be perpetual.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Purchase, sale and management of various types of real and personal property and any other related activities.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

This instrument was prepared by:
Paul I. Scherman, P.A.
1840 West 49th Street, #510
Hialeah, Florida 33012
Telephone (305) 825-2030
Florida Bar No: 249777

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To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use, experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 606, Florida Statutes 1975, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, of the attainment of any of the objects or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, firms or individuals, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the law under which this corporation is organized.

III.

The corporation is authorized to issue 100 shares of \$5.00 par value common stock, which shares shall be designated "COMMON STOCK".

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IV.

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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 issuance of fractional shares) at the price at which it is offered to others.

V.

The street address of the initial registered office and principal place of business of this corporation is:

1840 West 49th Street
Suite #510
Hialeah, Florida 33012

and the name of the initial registered agent of this corporation at that address is:

Paul I. Scherman, P.A.

VI.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Herrera	1840 West 49th Street Suite #510 Hialeah, Florida 33012

VII.

The names and addresses of the Officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President: Carlos Herrera

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VIII.

The name and address of the incorporator(s) signing these Articles is:

NAME

ADDRESS

Carlos Herrera

1840 West 49th Street
Suite #510
Hialeah, Florida 33012

IX.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 15th day of June, 1998.

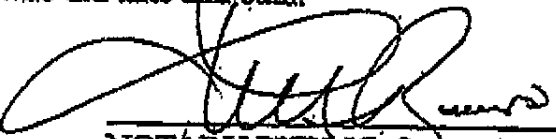


CARLOS HERRERA
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this day of , 1998 by Carlos Herrera who is personally known to me or who has produced a Florida Drivers License as identification and who did take and oath.

My Commission Expires:



NOTARY PUBLIC, State of Florida



Lured M Rivard
My Commission CC000200
Expires February 9, 2001

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHO PROCESS MAY BE

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST—UNITED SOUTH HOLDINGS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
HIALEAH STATE OF FLORIDA, HAS NAMED PAUL I. SCHERMAN, P.A.
LOCATED AT 1840 WEST 49th STREET, HIALEAH, FLORIDA AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Carlos Herrera
CARLOS HERRERA

TITLE: PRESIDENT

DATE: June 15/98

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

Paul I. Scherman
PAUL I. SCHERMAN, P.A.
REGISTERED AGENT

DATE:

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TALLAHASSEE FLORIDA

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