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6/25/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LEVINE & PARTNERS, P.A.

ACCT#: 074677001117

CONTACT: LIZ BREIER

PHONE: (305)372-1350

FAX #: (305)372-1352

NAME: SOUTHWIND HOLDINGS, INC.

AUDIT NUMBER.....H98000011860

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

CERT. OF STATUS..0

PAGES.....

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FA# H98000011860

ARTICLES OF INCORPORATION OF
SOUTHWIND HOLDINGS GROUP, INC.

ARTICLE I
NAME

The name of the Corporation is SOUTHWIND HOLDINGS GROUP, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

Prepared By:
Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue , 7th Floor Miami, Florida 33131

ARTICLE IX
OFFICERS/DIRECTORS

The initial officers of the corporation are:

President:	Patrick Honore
Secretary:	Patrick Honore
Treasurer:	Patrick Honore

ARTICLE X
POWERS

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

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ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of June, 1998.

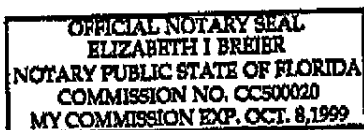

ALAN W. LEVINE

STATE OF FLORIDA :
: SS:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 26th day of June, 1998.


NOTARY PUBLIC STATE OF FLORIDA AT LARGE



FA# H98000011860

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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

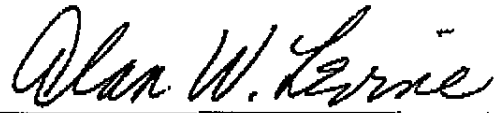
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT SOUTHWIND HOLDINGS GROUP, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FLORIDA
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



ALAN W. LEVINE, INCORPORATOR
JUNE 26, 1998

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

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