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LAW OFFICES  
REISMAN & ASSOCIATES, P.A.

Suite 330  
5100 Town Center Circle  
Boca Raton, Florida 33486

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE (561) 361-9300

TELECOPIER (561) 416-9249

July 28, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

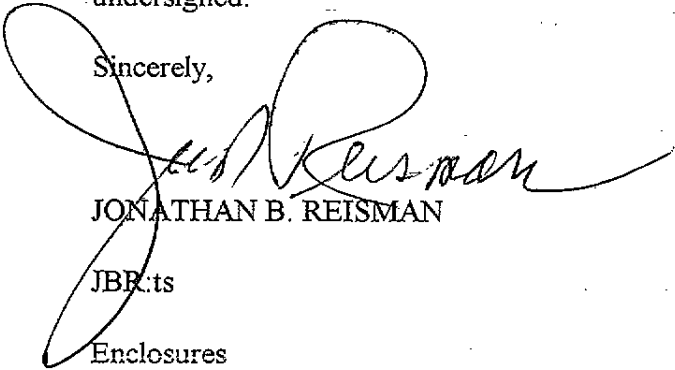
700002605917-3  
-08/03/98-01113-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Southern Dragon, Inc.

Dear Sir or Madam:

Enclosed is an original and two copies of the Articles of Incorporation of the above-named company and our check in the amount of \$70. Please address any correspondence in this matter to the undersigned.

Sincerely,



JONATHAN B. REISMAN

JBR:ts

Enclosures

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ARTICLES OF INCORPORATION  
OF  
SOUTHERN DRAGON, INC.

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FIRST: The name of the corporation is Southern Dragon, Inc. (the "Corporation").

SECOND: The aggregate number of shares which the corporation shall have authority to issue is FORTY MILLION (40,000,000) SHARES of capital stock, \$0.01 par value.

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business.

FOURTH: The number of directors constituting the initial Board of Directors of the corporation is one and the name and address of the person who is to serve as the initial director is:

Larry M. Reid  
4 Via Lucindia North  
Stuart, Florida 34996

FIFTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

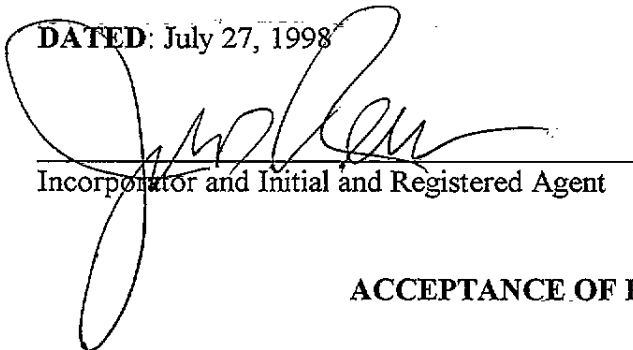
Jonathan B. Reisman  
5100 Town Center Circle  
Boca Raton, FL 33486

SIXTH: The street address of the initial principal office and the mailing address of the corporation is:

4 Via Lucindia North  
Stuart, Florida 34996

SEVENTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

**DATED:** July 27, 1998

  
Incorporator and Initial and Registered Agent

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned registered agent for southern Dragon, Inc. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.

  
Jonathan B. Reisman

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