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*The Law Offices Of Carroll L. Payne
and Javier Guadayol*

6075 SW. 72 Street
Suite 400
Miami, Florida 33143
Telephone: (305) 661-7900

November 13, 1998

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

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-11/18/98--01003--003
*****78.75 *****78.75

Re: SOUTHCORP MANAGEMENT, INC.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for Southcorp Management, Inc. along with a check in the amount of \$78.75 representing the administrative costs in connection with the filing of said corporation.

Please proceed to file said Articles of Incorporation and to return to us a certificate as evidence of the filing.

Please do not hesitate to contact our office at the number shown on this letterhead if you have any questions or if we may be of any assistance to you.

Thank you.

Sincerely,


Javier Guadayol
Attorney At Law

JG/dl

DMC
11-20-98

FILED
98 NOV 17 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC -

ARTICLES OF INCORPORATION

OF

SOUTHCORP MANAGEMENT, INC.

FILED

98 NOV 17 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTHCORP MANAGEMENT, INC.

The principal place of business of this corporation shall be 6075 SW 72ND STREET, SUITE 400, MIAMI, FLORIDA, and the mailing address shall be 6075 SW 72ND STREET, SUITE 400, MIAMI, FLORIDA.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6075 SW 72ND STREET, SUITE 400, MIAMI, FLORIDA, and the name of the initial registered agent of the corporation at that address is Javier Guadayol.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are elected or appointed are:

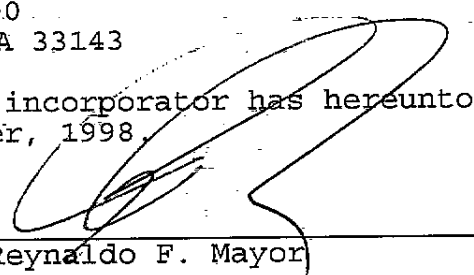
REYNALDO F. MAYOR, PRESIDENT, 6075 S.W. 72ND STREET, SUITE
SECRETARY, TREASURER AND 400, MIAMI, FLORIDA 33143
DIRECTOR

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

REYNALDO F. MAYOR
6075 S.W. 72ND STREET
SUITE 400
MIAMI, FLORIDA 33143

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this 13 day of November, 1998.


Reynaldo F. Mayor

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Javier Guadayol, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent according to Florida Statutes.


Javier Guadayol