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FLORIDA PROFIT CORPORATION OR P.A.

DOWN SOUTH INVESTMENTS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

December 18, 1998

EMPIRE

SUBJECT: DOWN SOUTH INVESTMENTS, INC.
REF: W98000028396

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ARTICLES OF INCORPORATION

NAME

The name of the corporation is: Down South Investments, Inc.

PRINCIPAL OFFICE

The principal office of the corporation is: 17 Northeast 5th Street, Pompano Beach, FL, 33060.

NUMBER OF SHARES

The number of shares the corporation is authorized to issue is 1000 shares with a par value of \$1.00 each.

INITIAL BOARD OF DIRECTORS

The incorporator shall hold an organizational meeting at the call of a majority of the incorporators to elect directors and complete the organization of the corporation, or may take such action without a meeting in writing as provided by law.

PREEMPTIVE RIGHTS

The Shareholders shall have the preemptive right to purchase unissued shares of the corporation.

INCORPORATOR

The name and address of each incorporator is: Daniel E. Oates, 1500 East Atlantic Boulevard, Suite B, Pompano Beach, FL, 33060.

REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is as follows: Daniel E. Oates, 1500 East Atlantic Boulevard, Suite B, Pompano Beach, FL, 33060.

PREPARED BY:
DANIEL E. OATES, P.A.
1500 East Atlantic Boulevard
Suite B
Pompano Beach, FL 33060
Telephone: (954) 942-6500
FLORIDA BAR NO. 233811

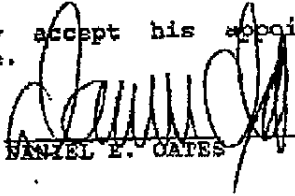
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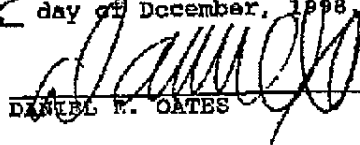
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ACCEPTANCE

The undersigned does hereby accept his appointment as registered agent as set forth above.


DANIEL E. OATES

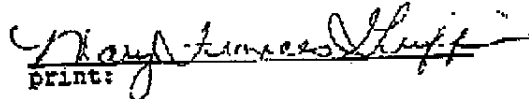
IN WITNESS WHEREOF the undersigned incorporator has hereunto set his hand and seal on this 18 day of December, 1998.


DANIEL E. OATES

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th day of December, 1998, by Daniel E. Oates, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC


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