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LAW OFFICES
ANTHONY G. COLEMAN, JR., P.A.

6194 North Federal Highway
Boca Raton, Florida 33487

EFFECTIVE DATE
1-1-99

(561) 998-5281

FAX: (561) 998-3280

DECEMBER 18, 1998

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

400002718644--0
-12/22/98--01032--012
*****70.00 *****70.00

RE: NEW CORPORATE FILINGS

DEAR SIR/MADAM:

ENCLOSED PLEASE FIND ONE (1) SET OF DULY EXECUTED ARTICLES OF INCORPORATION FOR SOUTH 40 CORPORATION, DUPLICATE OF SAME AND PAYMENT IN THE AMOUNT OF \$70.00. PLEASE TAKE NOTICE OF THE EFFECTIVE DATE (JANUARY 1, 1999) OF THE ENCLOSED ARTICLES.

AFTER FILING SAME AND ISSUING CERTIFICATE OF INCORPORATION, PLEASE FORWARD THE DATE STAMPED COPIES AND CHARTERS TO:

ANTHONY G. COLEMAN, JR., P.A.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

SINCERELY,

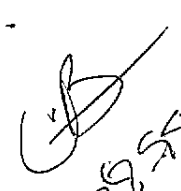

ANTHONY G. COLEMAN, JR., ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 22 PM 2:19

FILED

Anthony Coleman GAV
AUTHORIZATION BY PHONE TO
CORRECT Telephone
DATE 12-28-98
DOC. EXAM CB
South 40 Holdings, Inc.


12-28-98
3

**ARTICLES OF INCORPORATION
OF**

SOUTH 40 HOLDING, INC.

EFFECTIVE DATE
1-1-99

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

SOUTH 40 HOLDING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487**

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue common and non-voting preferred stock. The number of shares of common stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share. The number of shares of non-voting preferred stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE HUNDRED DOLLARS (\$100.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

**SANDRA LOPEZ
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**ANTHONY G. COLEMAN, JR.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487**

These Articles of Incorporation Prepared By:
Anthony G. Coleman, Jr., Esq.
6194 North Federal Highway
Boca Raton, Florida 33487
(561) 998-5281
Florida Bar Number 368563

FILED
98 DEC 22 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI EFFECTIVE DATE

The effective date of these Articles of Incorporation is and shall be January 1, 1999.

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:
ANTHONY G. COLEMAN, JR.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

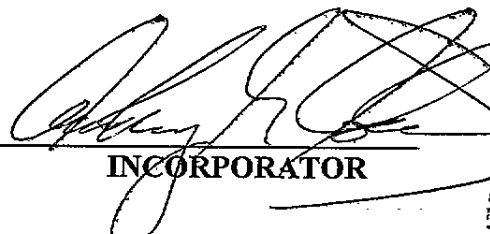
The undersigned has (have) executed these Articles of Incorporation this date: **DECEMBER 18, 1998**


ANTHONY G. COLEMAN, JR., Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

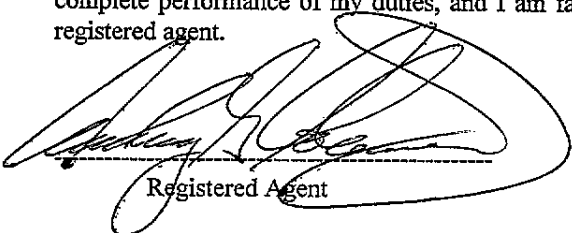
1. The name of the corporation is: SOUTH 40 HOLDING, INC.
2. The name and address of the registered agent and office is: **ANTHONY G. COLEMAN, JR.**
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487


SIGNATURE
TITLE: INCORPORATOR

DATE: **DECEMBER 18, 1998**

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98 DEC 22 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent

DECEMBER 18, 1998

Date