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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE :

251367

11123A

AUTHORIZATION:

COST LIMIT :

ORDER DATE: May 24, 1999

ORDER TIME : 2:57 PM

ORDER NO. : 251367-005

100002884881--9

CUSTOMER NO: 11123A

CUSTOMER: Ms. Merideth Watson-trawick

JOEL H. FELDMAN, P.A. JOEL H. FELDMAN, P.A.

Sanctuary Centre, Suite D-207 4800 North Federal Highway Boca Raton, FL 33431-5178

NAME:

SOUTHERN BAY, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

SOUTHERN BACK BAY, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE L NAME. The name of the corporation is SOUTHERN BACK BAY, INC. with its principal place of business at 515 Seabreeze Blvd., Suite 100, Ft. Lauderdale, FL 33316.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation is organized in order to engage in any 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 IV. DIRECTORS. There shall be one (1) member of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The name and address of the initial Director is as follows:

SPYRO KALYMERAS

515 Seabreeze Blvd., Suite 100 ____ Ft. Lauderdale, FL 33316 ___

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

SPYRO KALYMERAS

515 Seabreeze Blvd., Suite 100

President

Ft. Lauderdale, FL 33316

ARTICLE VI. REGISTERED AGENT. The initial registered agent of the corporation shall be located at 4800 N. Federal Highway, Suite 207D, Boca Raton, FL 33431. The initial registered agent of the corporation at that address shall be JOEL H. FELDMAN.

ARTICLE VII. CAPITAL STOCK. The maximum number of shares that this corporation

is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. SUBSCRIBER. The name and street address of the subscriber to these Articles of Incorporation is JOEL H. FELDMAN, Joel H. Feldman, P.A., 4800 N. Federal Highway, Suite 207-D, Boca Raton, FL 33431.

ARTICLE IX. ACCEPTANCE OF REGISTERED AGENT. I, JOEL H. FELDMAN, hereby accept appointment as Registered Agent of SOUTHERN BACK BAY, INC.

IN WITNESS WHEREOF, I have subscribed my name on this 2/5 day of May, 1999.

JOEL H. FELDMAN

STATE OF FLORIDA

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ss:

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOEL H. FELDMAN, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this day of May, 1999.

DTARY PUBLIC