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

FILED
99 DEC 17 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SOUTH CAPITAL HOLDING CORPORATION

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above named Corporation and a check in the amount of \$70.00 for Filing Fee and Registered Agent.

Mitchell Weisberg
175 W CAMINO REAL
BOCA RATON, FL 33432
(561) 392-3210

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*****70.00 *****70.00

**ARTICLES OF INCORPORATION
OF
SOUTH CAPITAL HOLDING CORPORATION**

ARTICLE I – CORPORATE NAME

The name of the Corporation shall be:

SOUTH CAPITAL HOLDING CORPORATION

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in 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 IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the initial Registered Agent Office and the Principal Office of the Corporation shall be:

MITCHELL WEISBERG
175 W CAMINO REAL
BOCA RATON, FL 33432

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ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator(s) of these Articles of Incorporation is/are:

**MITCHELL WEISBERG
AND
SAL PUCCIO
175 W CAMINO REAL
BOCA RATON, FL 33432**

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
December 15, 1999.



MITCHELL WEISBERG

**CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFIED REGISTERED AGENT
OF
SOUTH CAPITAL HOLDING CORPORATION**

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Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

175 W CAMINO REAL
BOCA RATON, FL 33432

has named: MITCHELL WEISBERG

located at the aforesaid address, as its Registered Agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.


MITCHELL WEISBERG