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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~CONRIE C. BERNARD~~ *Area*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SOUTHEAST ENERGY COMPANY OF ~~FLORIDA~~

AUDIT NUMBER.....H98000002820

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Southeast Energy Company

(Name of corporation: must include the word "INCORPORATED", "COMPANY," "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or
partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 65-0806819

(FEI number, if applicable)

4. January 21, 1998

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.))

7. 7908 N.W. 103rd Avenue

Miami, FL 33016

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law.

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens, FL 33418

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at
the place designated in this application, 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 relative to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of my position as
registered agent.

By: B K Kuroda

Corporate Creations Enterprises Inc.
Greg K. Kuroda, Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this
application to the Department of State, by the Secretary of State or other official having custody of
corporate records in the jurisdiction under the law of which it is incorporated.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Michael F. Fisher
7908 N.W. 103rd Avenue
Miami FL 33016

B. OFFICERS

PRESIDENT Eric Thiele
7908 N.W. 103rd Avenue
Miami, FL 33016

SECRETARY Michael F. Fisher
7908 N.W. 103rd Avenue
Miami, FL 33016

TREASURER Michael F. Fisher
7908 N.W. 103rd Avenue
Miami, FL 33016

13. Signature of an officer listed in item 12:

By: 
Eric Thiele
by G. K. Kuroda as attorney-in-fact

Date: February 10, 1998

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Corporate Creations International Inc.
941 Fourth Street #200
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(305) 672-0686

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BOARD OF DIRECTORS RESOLUTION

The board of directors of Southeast Energy Company, a Delaware corporation, authorized the corporation on January 21, 1998 to adopt the alternate name Southeast Energy Company of Delaware to transact business in Florida.

The undersigned certifies that the board of directors adopted the corporate resolution shown above.

Date: February 10, 1998



Michael F. Fisher
by G. K. Kuroda as attorney-in-fact

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHEAST ENERGY COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY, A.D. 1998.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

02-01-98

DATE: