

F99000002644

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SOUTHEAST HOLDINGS, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

J. BRENT POWELL
(Name of Person)

SOUTHEAST HOLDINGS, INC.
(Firm/Company)

310 HOWZE BEACH LANE
(Address)

SLIDELL, LA 70461
(City/State/Zip)

FILED
99 MAY 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

700002852097--4
-04/26/99--01136--004
*****70.00 *****70.00

J. BRENT POWELL at (504) 645-9082
(Name of Person) (Area Code & Daytime Telephone Number)

W99-10062

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AL APR 24 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 29, 1999

J. BRENT POWELL
SOUTHEAST HOLDINGS, INC.
310 HOWZE BEACH LANE
SLIDELL, LA 70461

SUBJECT: SOUTHEAST HOLDINGS, INC.
Ref. Number: W99000010062

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99 MAY 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SOUTHEAST HOLDINGS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate that was submitted with your application is a certificate of account status, this is not the right kind of certificate. Please contact the Texas Secretary of State not the Comptroller to obtain a "certificate of existence".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 799A00022943

Southeast Holdings, Inc.

J. Brent Powell, President
310 Howze Beach Lane
Slidell, LA 70461
Office (504) 645-9082
Fax (504) 645-9662

May 7, 1999

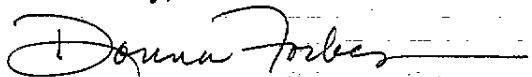
Agnes Lunt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms Lunt,

Enclosed are a copy of your letter to us dated April 29, a completed resolution form adopting the name "Southeast Investments, Inc." and an original certificate of existence from the State of Texas.

If there is anything else we need to do, please let me know. You can reach me anytime during the day at 504-645-9082. Thank you for your help in this matter.

Sincerely,



Donna Forbes

enc

cc: Hoyt C. Murphy Realtors, Inc

FILED
99 MAY 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Center Trust



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 1999

J. BRENT POWELL
SOUTHEAST HOLDINGS, INC.
310 HOWZE BEACH LANE
SLIDELL, LA 70461

SUBJECT: SOUTHEAST HOLDINGS, INC.
Ref. Number: W99000010062

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00025799

South east, Inc. X

Holdings, Inc. - X

Investments Inc. X

SEH, INC. X

South east Holdings, Inc.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned J. BRENT POWELL, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

SOUTHEAST HOLDINGS, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of TEXAS,


was duly adopted on MAY 31, 19 96.

Be it resolved, that SOUTHEAST HOLDINGS, INC.
(Corporate Name)

organized and existing in the State of TEXAS, hereby adopts the name

SOUTHEAST HOLDINGS OF TEXAS, INC. for use in Florida.

Dated: MAY 17, 1999



Signature of either Chairman, Vice Chairman or any officer

J. BRENT POWELL, PRESIDENT

Type or print name

99
MAY 24 PM 1:07
FILED
STATE
TALLAHASSEE, FLORIDA

**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 HOLDINGS, INCORPORATED
(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. TEXAS 3. 72-1358840
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MAY 31, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. FEBRUARY 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 310 HOWZE BEACH LANE
SLIDELL, LA 70461
(Current mailing address)
8. OPERATION OF RETAIL SHOPPING CENTER
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Hoyt C. Murphy, Inc Realtors
- Office Address: 411 North U.S. #1
Ft Pierce, Florida, 34950
(Zip code)

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.

Laura Murphy
(Registered agent's signature)

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: J. BRENT POWELL

Address: 144 CHAMALE , SLIDELL, LA 70460

Vice President: JOHNNY F. SMITH

Address: 52198 HWY 90

SLIDELL, LA 70461

Secretary: JANICE R. SMITH

Address: 52198 HWY 90

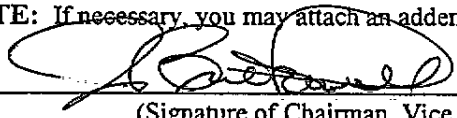
SLIDELL, LA 70461

Treasurer: JANICE R. SMITH

Address: 52198 HWY 90

SLIDELL, LA 70461

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. BRENT POWELL, PRESIDENT

(Typed or printed name and capacity of person signing application)

FILED
99 MAY 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

SOUTHEAST HOLDINGS, INC.
File No. 1402160-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

FILED
99 MAY 24 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 5, 1999.*



Elton Bomer
Secretary of State

PH