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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 21 2003

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By Federal Express

July 15, 2003

Registration Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Southeastern Financial Holdings, LLC

Dear Sir/Madam:

The enclosed Articles of Organization and check for \$125 in combined filing and registered agent fees are hereby submitted on behalf of my client, Armen Karapetyan in connection with the formation of the above-referenced limited liability company. Please note that, although there is already a corporation with the same name (*i.e.* "Southeastern Financial Holdings") registered in Florida, that, too, is owned by my client.

If you would, please return all correspondence concerning this matter to me as follows:

Michael M. Membrado
Membrado Montell, LLP
535 West 34th Street, 2nd Floor
New York, NY 10001

If you should require any further information regarding this matter, please feel free to contact me at 646-792-2256.

Thank you for your attention in this matter.

Very truly yours,

MEMBRADO MONTELL, LLP

Michael M. Membrado

MMM/fes
Encl.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SOUTHEASTERN FINANCIAL HOLDINGS, LLC
- A Florida Limited Liability Company -

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JUNIOR CORPORATION
TALLAHASSEE, FLORIDA

The undersigned person, acting as a member of Southeastern Financial Holdings, LLC (the "Limited Liability Company") pursuant to Chapter 608 of the Florida Statutes, sets forth the following statements.

ARTICLE I: The name of the Limited Liability Company is Southeastern Financial Holdings, LLC.

ARTICLE II: The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

17395 North Bay Road, Suite 208
Sunny Isles Beach, FL 33160

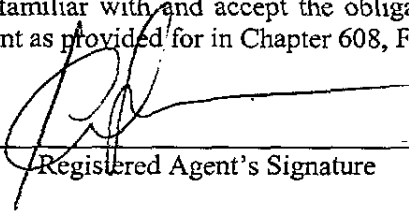
Mailing Address:

17395 North Bay Road, Suite 208
Sunny Isles Beach, FL 33160

ARTICLE III: The name and the Florida street address of the registered agent are:

Armen Karapetyan
17395 North Bay Road, Suite 208
Sunny Isles Beach, FL 33160

Having been named as registered agent and to accept service of process for the above-stated limited liability company 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 as provided for in Chapter 608, F.S..



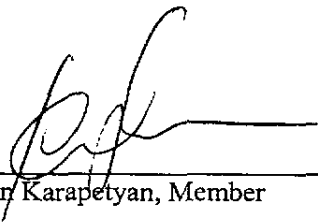
Registered Agent's Signature

ARTICLE IV: As of the date hereof, the name and address of each Managing Member is as follows:

Managing Member: Armen Karapetyan
17395 North Bay Road, Suite 208
Sunny Isles Beach, FL 33160

IN WITNESS WHEREOF, I have signed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Executed on this 16 day of July, 2003.



Armen Karapetyan, Member

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TALLAHASSEE, FLORIDA