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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTHEAST FINANCIAL HOLDING CORPORATION

Certificate of Status	0
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T. Burch JUN 12 2007

**ARTICLES OF INCORPORATION
OF
SOUTHEAST FINANCIAL HOLDING CORPORATION**

The undersigned, acting as incorporator of SOUTHEAST FINANCIAL HOLDING CORPORATION under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SOUTHEAST FINANCIAL HOLDING CORPORATION (the "Corporation").

ARTICLE II. ADDRESS

The principal office address of the Corporation is:

355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

The mailing address of the Corporation is:

355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having \$10.00 par value per share.

ARTICLE VI. DIRECTORS

The names and addresses of the initial Directors of the Corporation are:

George R. Bassett: Director
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

Charles K. Werk Chairman
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

Adam Beeler Director
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

Michael J. Kistler Director
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134 and the name of the Corporation's initial registered agent at that address is George R. Bassett.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

George R. Bassett
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

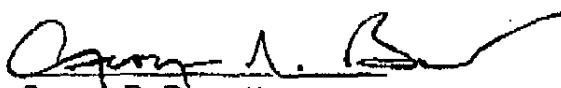
The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 8th day of June, 2007.


George R. Bassett
Sole Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

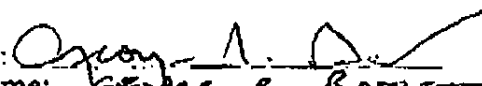
That SOUTHEAST FINANCIAL HOLDING CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at is 355 Alhambra Circle, Suite 900, Coral Gables, Florida 331343134 has named George R. Bassett, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 8th day of June, 2007.

George R. Bassett

By: 
Name: George R. Bassett
Title: Director

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