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WILLIAM M. HOLLAND, JR.
ATTORNEY AT LAW

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SOUTHEAST TWENTY STREET
TAMPA, FLORIDA 33606

WILLIAM M. HOLLAND, JR.
KATHLEEN B. HOLLAND

TELEPHONE
(813) 283-4888

April 1, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/03/96--01040--011
***122.50 ***122.50

RE: SOUTHEASTERN FINANCIAL & MARKETING GROUP, INC.

Gentlemen:

I enclose the original and one (1) copy of the Articles of Incorporation for Southeastern Financial & Marketing Group, Inc., a Florida Corporation, and Acknowledgment of Acceptance of Registered Agent along with my check in the amount of \$122.50 to cover the following:

1. \$35.00 Filing Fee
2. \$35.00 Filing Fee Registered Agent
3. \$52.50 for furnishing Certified Copy of the Articles of Incorporation

Please forward me a Certified Copy of the Articles of Incorporation after filing.

Thank you for your cooperation.

Very truly yours,


William M. Holland, Jr.

WMHjr:mlj
Enclosures
cc: Joan Bates

4-9-96
TB

FILED
96 APR -3 AM 10:35
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHEASTERN FINANCIAL & MARKETING GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby present these Articles of Incorporation, to become a corporation under the laws of the State of Florida, and do hereby accept all of the rights, privileges, benefits, and obligations conferred and issued by said laws and do hereby adopt the following Articles of Incorporation as the charter of the corporation hereby organized.

ARTICLE I: NAME

The name of the corporation shall be:

SOUTHEASTERN FINANCIAL & MARKETING GROUP, INC.

ARTICLE II: GENERAL NATURE OF BUSINESS

The nature of the business, or objects, or purposes to be transacted, promoted, or carried on are:

To engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

ARTICLE III: CAPITAL STOCK AUTHORIZED

The amount of capital stock is authorized shall consist of five thousand (5,000) shares of common voting stock, fully paid and non-assessable, having a par value of one dollar (\$1.00) per share, payable in lawful money of the United States of America. The

capital stock of the corporation may at any time be increased or decreased as provided by the laws of the State of Florida.

ARTICLE IV: BEGINNING CAPITAL

The amount of capital with which this corporation will begin business is in excess of one thousand dollars (\$1,000.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall begin existence at the time and date of the filing of the Articles of Incorporation with the State of Florida. This corporation shall have perpetual existence.

ARTICLE VI: LOCATION

The initial address of the principal office of this corporation in the State of Florida shall be 7321 Harney Road, Tampa, Hillsborough County, Florida 33617, or at such other place either within or without the State of Florida as from time to time may be fixed by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

This corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by action taken in accordance with the by-laws of the corporation.

ARTICLE VIII: SUBSCRIBERS

The subscribers of this corporation are:

JOHN F. BATES

11022 Lehman Road
Tampa, Florida 33634

ARTICLE IX: REDEMPTION OF STOCK UPON DEATH OF STOCKHOLDER

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the by-laws of this corporation and/or provided in the agreements and contracts between the stockholders and/or the stockholders and the corporation in a manner consistent with law and these Articles.

ARTICLE X: RESERVATION OF RIGHT TO AMEND, ALTER, CHANGE, OR REPEAL ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI: PREEMPTIVE RIGHTS

The stockholders of the common stock only of this corporation shall have the pre-emptive right. Any unissued or temporary shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares must first be offered to holders of common shares, exclusively. Each such holder shall

have the right to subscribe to and purchase pro-rata share for share with every other holder of shares. The purchase price shall be fixed by the Board of Directors. The shareholders shall have a period of thirty (30) days in which to exercise any pre-emptive rights after which time sale may be made to anyone other than shareholders of this corporation.

ARTICLE XII: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Chapters 48.091, and 607.051, Florida Statutes, JOHN F. BATES, desiring to organize this corporation under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Hillsborough, State of Florida, has designated its initial registered office as Suite 503 - 505 East Twiggs Street, Tampa, Florida, and has named WILLIAM M. HOLLAND, JR., its initial registered agent whose business address is Suite 503 - 505 East Twiggs Street, Tampa, Florida 33602.

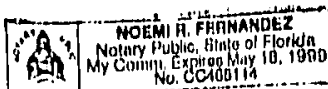


JOHN F. BATES, SUBSCRIBER

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared JOHN F. BATES, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid this 15th day of March, 1996.



Noemi R. Fernandez
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

May 18, 1998

ACKNOWLEDGEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above stated corporation, at the place designated in this certificate, WILLIAM M. HOLLAND, JR., hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping said office open.

William M. Holland, Jr.
William M. Holland, Jr.

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FILED
MAR -3 AM 10:35
HALL COUNTY, FLORIDA