

P96 0000 48758

LAW OFFICES OF  
GARY M. APPELBLATT  
3610 American River Drive, Suite 112  
Sacramento, CA 95864

Gary M. Appelblatt\*  
Maria H. Valdez

Telephone (916) 486-4200  
Facsimile (916) 485-1735

\* Admitted in California and Florida

June 4, 1996

Department of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Southeastern Venture Corporation

Dear Sir or Madam:

200001859012  
-06/12/96--01013--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above-named corporation along with the Certificate of Designation Registered Agent/Registered Office. I do not require certification.

My firm's check has been made payable to the Department of State, Divisions of Corporations, but the amount has been left blank. Please fill in the appropriate fee for filing of said documents.

Last, when returning my documents, in the enclosed priority mail envelope, please also forward a current fee schedule and any current over the counter publications for the last few months. Thank you.

Sincerely,

Gary M. Appelblatt

GMA/ld  
Enclosure

5/6/7

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHEASTERN VENTURE CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -7 PM 12:38

I

The name of this Corporation is Southeastern Venture Corporation.

II

The initial principal office address and the mailing address of the Corporation shall be 2805 East Oakland Park Blvd., Suite 110, Ft. Lauderdale, Florida 33306.

III

The Corporation is authorized to issue one class of voting shares, designated respectfully "Common Stock". Five million (5,000,000) shares of Common Stock may be issued with no par value.

IV

The name and address in Florida of the Corporation's initial registered agent for service of process is: Michael V. Scillia, 2805 East Oakland Park Blvd., Suite 110, Ft. Lauderdale, Florida 33306.

V

The name and street addresses of the incorporator to these Articles of Incorporation are:

Gary M. Appelblatt, Esq.	Gary M. Appelblatt, Esq.
3610 American River Drive, Suite 112	2805 East Oakland Park Blvd., Suite 110
Sacramento, California 95864	Ft. Lauderdale, Florida 33306

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 3, 1996.

  
Gary M. Appelblatt, Esq.  
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
Gary M. Appelblatt, Esq.

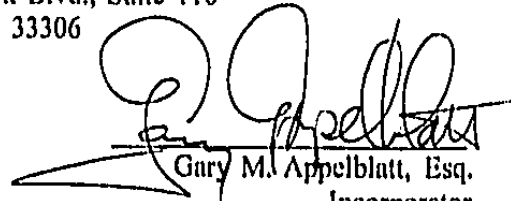
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
DIVISION OF CORPORATIONS  
96 JUN -7 AM 12:38

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **Southeastern Venture Corporation.**
2. The name and address of the registered agent and office is:

Mr. Michael V. Scillia  
2805 East Oakland Park Blvd., Suite 110  
Ft. Lauderdale, Florida 33306

  
Gary M. Appelblatt, Esq.  
Incorporator  
3610 American River Drive, Suite 112  
Sacramento, CA 95864

2805 East Oakland Park Blvd., Suite 110  
Ft. Lauderdale, Florida 33306

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Dated: June 4, 1996

  
Michael V. Scillia

P96000048758

LAW OFFICES OF  
GARY M. APPELBLATT  
3610 American River Drive, Suite 112  
Sacramento, CA 95864

Gary M. Appelblatt  
Marla B. Valdez

Telephone (916) 486-4200  
Facsimile (916) 485-1735

\* Admitted in California and Florida

July 3, 1996

Department of State  
Amendment Section  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400001887814  
-07/03/96--01101--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Southeastern Venture Corporation  
Ross, Forster, Scillia & Brooks, Inc.

400001887814  
-07/03/96--01101--011  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of Amended Articles of Incorporation for each of the above-named corporations, along with my check in the amount of \$70.00. The original Articles failed to mention the preferred stock for each corporation. When filed, please return the copies in the enclosed envelope. Thank you.

Sincerely,

Gary M. Appelblatt

GMA/ld  
Enclosure

SH 3/1

FILED  
95 JUL 31 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

July 15, 1996

Gary M. Appelblatt, Esq.  
3610 American River Dr.  
Suite 112  
Sacramento, CA 95864

SUBJECT: SOUTHEASTERN VENTURE CORPORATION  
Ref. Number: P96000048758

We have received your document for SOUTHEASTERN VENTURE CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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 (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 296A00034213

*LAW OFFICES OF*  
**GARY M. APPELBLATT**  
3610 American River Drive, Suite 112  
Sacramento, CA 95864

Gary M. Appelblatt\*  
Marla B. Valdez

Telephone (916) 486-4200  
Facsimile (916) 485-1735

\* Admitted in California and Florida

July 29, 1996

Department of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Ross, Forster, Scillia & Brooks, Inc.  
Southeastern Venture Corporation

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of Articles of Amendment for each of the above-named corporations, and copies of your letters dated July 15, 1996.

Pursuant to our telephone conversation of approximately one month ago, I have been waiting for the return of your letters (enclosed) which arrived today. My firm's check did not accompany your letters so I'm assuming you continue to be in possession of my seventy dollars required for the two filings. If this is incorrect, please call me at the number above.

I'm also enclosing an express U.S. Mail envelope so that I can receive the endorsed amended articles in a more timely manner.

Thank you for your assistance and cooperation.

Sincerely,

  
Gary M. Appelblatt

GMA/ld  
Enclosure

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**SOUTHEASTERN VENTURE CORPORATION**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment adopted:

Article III shall be amended in its entirety to read as follows:

The Corporation is authorized to issue two class of shares, designated respectfully "Common Stock" and "Preferred". Five million (5,000,000) shares of Common Stock may be issued with no par value. One million (1,000,000) shares of Preferred Stock may be issued. The Common Stock has voting rights. The Preferred Stock has no voting rights.

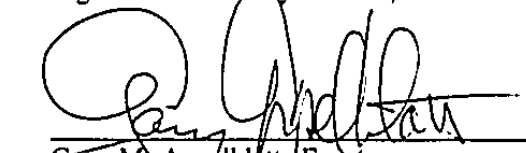
(a) The Preferred Stock is entitled to receive dividends on a noncumulative basis at the rate of up to One Dollar (\$1.00) per share, as and when declared by the board of directors out of funds legally available therefor. No dividends or other distributions may be made for the Common Stock during any fiscal year of the corporation until dividends on the Preferred Stock during that fiscal year have been declared and paid, or set apart for payment.

**SECOND:** There are at present, no issued shares.

**THIRD:** The date for the above amendment's adoption is June 10, 1996.

**FOURTH:** Adoption of Amendment. The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 21st day of June, 1996

  
\_\_\_\_\_  
Gary M. Appelblatt, Esq.  
Incorporator

FILED  
95 JUL 31 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA