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January 17, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: **SOUTHEASTERN PROPERTY AND INVESTMENT, INC.**

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$70.00. Please return the filed documents to the above address.

Your cooperation in this matter is greatly appreciated.

Sincerely,

Timothy D. Padgett

TDP:sas
Enclosure

PAGE 6 - ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Call when ready
561-8000
Sally

**ARTICLES OF INCORPORATION
OF
SOUTHEASTERN PROPERTY AND INVESTMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SOUTHEASTERN PROPERTY AND INVESTMENT, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

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TALLAHASSEE, FLORIDA

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (SECTIONS, 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

Keith Lynn Hodge, Jr.
1855 N.W. 42nd Avenue
Gainesville, FL 32605

Casey Bruce Middleton
106 Poseidon Lane
Ponte Vedra, FL 32082

ARTICLE X

The initial registered agent of the corporation is TIMOTHY D. PADGETT, ATTORNEY AT LAW. The street address of the corporation's initial registered office is 701 E. TENNESSEE STREET, TALLAHASSEE, FL 32308.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

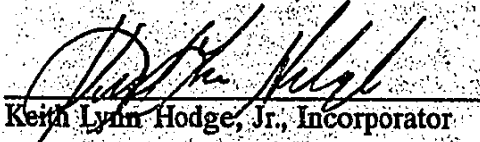
SOUTHEASTERN PROPERTY AND INVESTMENT, INC.
106 Poseidon Lane
Ponte Vedra, FL 32082

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is as follows:

Keith Lynn Hodge, Jr.
1855 N.W. 42nd Avenue
Gainesville, FL 32605

The undersigned incorporator has executed these Articles of Incorporation this 10TH
day of JANUARY, 1997.


Keith Lynn Hodge, Jr., Incorporator

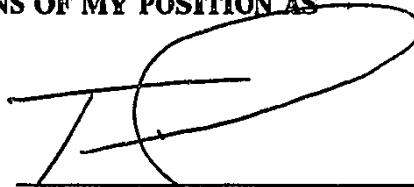
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is **SOUTHEASTERN PROPERTY AND INVESTMENT, INC.**
2. The name and address of the registered agent and office is as follows:

Timothy D. Padgett
701 E. Tennessee Street
Tallahassee, FL 32308

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.


Timothy D. Padgett, Esquire

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TALLAHASSEE, FLORIDA