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WEIL, GOTSHAL & MANGES LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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January 24, 1997

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/28/97--01057--019
****131.25 ****131.25

RE: SOUTHEAST FINANCIAL CORPORATION

Dear Sir or Madam:

Enclosed are original Articles of Incorporation for the above-referenced company for filing with your office.

Also enclosed, is a check in the sum of \$131.25 covering the filing fee of (\$35.00), designation of registered agent (\$35.00), certified copy (\$52.50) and certificate of good standing (\$8.75).

Please file the enclosed document and return the certified copy and certificate of good standing in the enclosed Federal Express envelope. A copy of the Articles of Incorporation has been provided for the certified copy.

Should you have any questions with regard to the enclosed, please call me.

Sincerely,


Barbara Frayle
Legal Assistant

Encls.

cc: Beatriz Azcuy-Diaz, Esq. (w/encls.)

JAN 31

BSB

**ARTICLES OF INCORPORATION
OF
SOUTHEAST FINANCIAL CORPORATION**

FILED
97 JAN 27 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business organization.

ARTICLE I

The name of the corporation ("Corporation") is Southeast Financial Corporation.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is:

7273 Loch Ness Drive
Miami Lakes, Florida 33014

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of the Common Shares shall be entitled to vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the Corporation is Reynaldo Diaz. The initial street address of the Corporation's registered agent is:

7273 Loch Ness Drive
Miami Lakes, Florida 33014

ARTICLE VI

The name of the person signing these articles of incorporation is Reynaldo Diaz, whose street address is 7273 Loch Ness Drive, Miami Lakes, Florida 33014

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 24th day of January, 1997.



Reynaldo Diaz

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Southeast Financial Corporation at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Reynaldo Diaz