

February 3, 1997

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

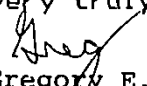
SUBJECT: Southeast Financial Corporation

Enclosed please find an original and 1 copy of the articles of incorporation for the above corporation and our filing fee of \$70.00. The person to call with questions and to address the acknowledgement to is;

Gregory E. Matovina
2955 Hartley Road, Suite 106A
Jacksonville, Florida 32257
904-292-0778



Thank you in advance for your assistance.

Very truly yours,


Gregory E. Matovina
Registered Agent

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*****70.00 *****70.00

FILED
97 FEB 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 6, 1997

GREGORY E. MATOVINA
2955 HARTLEY ROAD
SUITE 106A
JACKSONVILLE, FL 32257

SUBJECT: SOUTHEAST FINANCIAL CORPORATION
Ref. Number: W97000003038

We have received your document for SOUTHEAST FINANCIAL CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00006421

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF
SOUTHEAST FINANCIAL CORPORATION
OF NORTH FLORIDA

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 NAME

The name of the corporation shall be Southeast Financial Corporation of North Florida.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address shall be 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Gregory E. Matovina, 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE V BOARD OF DIRECTORS


The number of directors constituting the initial board of directors is one, and the name(s) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholder(s) or until successors are elected and qualified is Joseph Striano having an address at 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Joseph Striano, whose address is 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.


The undersigned has executed these Articles of Incorporation this 31st day of January, 1997.

INCORPORATOR


JOSEPH STRIANO

REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.


GREGORY E. MATOVINA

Sworn to and subscribed before me this 31 day of January, 1997.


NOTARY PUBLIC

My Commission Expires



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Southeast Financial Corporation
of North Florida

2. The name and address of the registered agent and office is:

Gregory E. Matovina

(Name)

2955 Hartley Road, Suite 106A

(P.O. Box not acceptable)

Jacksonville, FL 32257

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 AM 9:30

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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.


(Signature)