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January 6, 1998

EFFECTIVE DATE

H-6-98

New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL. 32314

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-01/09/98--01080--020

***122.50 ***122.50

Re: PACIFIC SOUTHEAST INVESTMENTS, INC.
Our File No. 97-209

Gentleman:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "PACIFIC SOUTHEAST INVESTMENTS, INC." together with our check in the amount of \$122.50

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Also enclosed is a self-addressed stamped envelope for use in your returning the certified copy to me.

Very truly yours

Angela M. Blacklock

Angela M. Blacklock
Legal Assistant

AMB:em

Enclosures as stated.

FILED
98 JAN -9 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-6-98

ARTICLES OF INCORPORATION

FILED

98 JAN -9 PM 3:44

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PACIFIC SOUTHEAST INVESTMENTS, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Pacific Southeast Investments, Inc.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

400 N.E. 1st Street, Suite #206
Hallandale, Florida 33009

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporator herein.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Suite 206, 400 N.E. 1st Street, Hallandale, Florida 33009, and the name of the initial registered agent of this corporation at that address is Donald Flansbaum

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1).

The name and address of the initial director of this corporation is:

Donald Flansbaum
400 N.E. 1st Street, Suite #206
Hallandale, Florida 33009

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Donald Flansbaum
400 N.E. 1st Street, Suite #206
Hallandale, Florida 33009

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

on this 6 day of January, 1998.




Donald Flansbaum
Initial Director/Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Pacific Southeast Investments, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Suite 206, 400 N.E. 1st Street, Hallandale, Florida 33009, has named Donald Flansbaum, located at Suite 206, 400 N.E. 1st Street, Hallandale, Florida 33009, as its agent to accept service of process within the State of Florida.

Signature: 
Donald Flansbaum
Incorporator

Dated: January 6, 1998

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 
Donald Flansbaum
Registered Agent

Dated: January 9, 1998

FILED
98 JAN -9 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA