

P98000015/09

January 9, 1998

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Southeast Capital Advisors, Inc.

700002430457--1
-02/13/98-01095-007
*****70.00 *****70.00

Dear Sirs:

Transmitted you will find two (2) copies of the Articles of Incorporation for the corporation named above and a check in the amount of \$70.00 to cover the filing fees for this filing.

Should you require any additional information on this filing, do not hesitate contacting me at (904) 333-0254.

Sincerely,

Scott L. Vining

Scott L. Vining
Incorporator

4437 Carriage Crossing Dr.
Jacksonville, FL 32258

FILED
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DIVISION OF CORPORATIONS
98 FEB 13 PM 1:17

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WS

ARTICLES OF INCORPORATION

OF

Southeast Capital Advisors, Inc.

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

ARTICLE I

The name of this Corporation is Southeast Capital Advisors, Inc.

ARTICLE II

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Florida is 4437 Carriage Crossing Drive, Jacksonville, Florida 32258.

ARTICLE III

The total number of shares of capital stock which the Corporation shall have authority to issue is One Million (1,000,000) shares of the par value of one cent (\$.01) each, divided into (a) Seven Hundred Fifty Thousand (750,000) shares of common stock and (b) Two Hundred Fifty Thousand (250,000) shares of preferred stock (the "Preferred Stock"). There is hereby expressly vested in the Board of Directors the authority to fix in the resolution or resolutions providing for the issue of each series of Preferred Stock, the voting power and the designations, preferences and relative, participating, optional or other rights of each series, and the qualifications, limitations or restrictions thereof. Share of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors, each such series to be distinctly designated.

ARTICLE IV

The name and Florida street address of the initial registered agent is Scott L. Vining, 4437 Carriage Crossing Drive, Jacksonville, Florida 32258.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: Scott Vining, 4437 Carriage Crossing Drive, Jacksonville, Florida 32258.

ARTICLE VI

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of Directors of this Corporation shall not be less than one (1) nor more than twelve (12) as may be fixed from time to time by the By-Laws of this Corporation.

ARTICLE VII


The purpose of the Corporation and the object and purposes to be transacted, promoted, or carried on by Southeast Capital Advisors, Inc. is any lawful act or activity for which Corporations may be organized under the laws of the United States and of this state.

ARTICLE VIII

This Corporation may, in accordance with its by-laws, indemnify any officer or director or any former officer or director, to the extent permitted by law.

ARTICLE IX

This Corporation shall be of perpetual existence.


Scott L. Vining, Incorporator

2/9/98
Date

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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.


Scott L. Vining, Registered Agent

2/9/98
Date