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LAW OFFICES OF  
GARY M. APPELBLATT  
3600 American River Drive, Suite 112  
Sacramento, CA 95864

Gary M. Appelblatt\*  
Maria E. Valdez

Telephone (916) 486-4200  
Facsimile (916) 485-1735

\* Admitted in California and Florida

May 18, 1998

Department of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

800002540238--1  
-05/29/98--01009--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Southeast Corporate Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above-named corporation along with the Certificate of Designation Registered Agent/Registered Office. I do not require certification.

My firm's check has been made payable to the Department of State, Divisions of Corporations, but the amount has been left blank. Please fill in the appropriate fee for filing of said documents.

Last, when returning my documents, in the enclosed priority mail envelope, please also forward a current fee schedule and any current over the counter publications for the last few months. Thank you.

Sincerely,

Gary M. Appelblatt

GMA/lid  
Enclosure

FILED  
98 MAY 27 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OB  
4/1/98

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHEAST CORPORATE SERVICES, INC.**

**FILED**  
98 MAY 27 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I**

The name of this Corporation is Southeast Corporate Services, Inc.

**II**

The initial principal office address and the mailing address of the Corporation shall be 2425 E. Commercial Blvd., Suite 403, Ft. Lauderdale FL 33308.

**III**

The Corporation is authorized to issue two class of shares, designated respectfully "Common Stock" and "Preferred". Five million (5,000,000) shares of Common Stock may be issued with no par value. One million (1,000,000) shares of Preferred Stock may be issued. The Common Stock has voting rights. The Preferred Stock has no voting rights.

(a) The Preferred Stock is entitled to receive dividends on a noncumulative basis at the rate of up to One Dollar (\$1.00) per share, as and when declared by the board of directors out of funds legally available therefor. No dividends or other distributions may be made for the Common Stock during any fiscal year of the corporation until dividends on the Preferred Stock during that fiscal year have been declared and paid, or set apart for payment.

**IV**

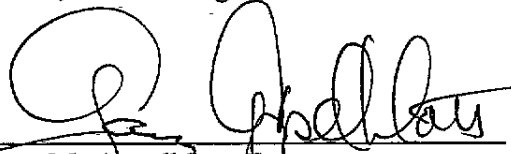
The name and address in Florida of the Corporation's initial registered agent for service of process is: Gary Worhle, 2425 E. Commercial Blvd., Suite 403, Ft. Lauderdale FL 33308.

**V**

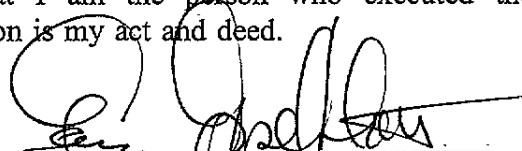
The name and street addresses of the incorporator to these Articles of Incorporation are:

Gary M. Appelblatt, Esq.  
3610 American River Drive, Suite 112  
Sacramento, California 95864

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 18, 1998.

  
\_\_\_\_\_  
Gary M. Appelblatt, Esq.  
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
\_\_\_\_\_  
Gary M. Appelblatt, Esq.

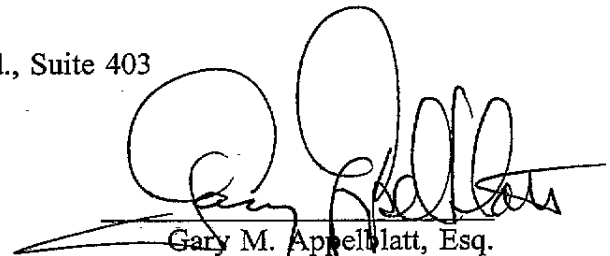
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
98 MAY 27 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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 Corporate Services, Inc.**
2. The name and address of the registered agent and office is:

Mr. Gary Worhle  
2425 E. Commercial Blvd., Suite 403  
Ft. Lauderdale FL 33308

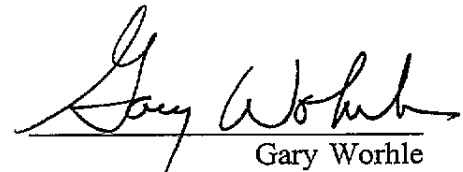


Gary M. Appelblatt, Esq.  
Incorporator

3610 American River Drive, Suite 112  
Sacramento, CA 95864

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.

Dated: May 19, 1998

  
Gary Worhle