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FEDERAL VENTURES, INC.  
777 BAYSHORE DRIVE, SUITE 706  
FORT LAUDERDALE, FLORIDA 33304  
TELEPHONE/FAX: 954-563-1799

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November 6, 1998

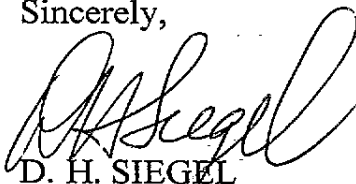
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find a check in the amount of \$78.75 and Articles of Incorporation for Southeast Equity Management Group, Inc. Can you kindly send a copy of the certified articles back to the undersigned at the address above. Thank you for your assistance.

Sincerely,

  
D. H. SIEGEL  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTHEAST EQUITY MANAGEMENT GROUP, INC.

Article 1

Corporate Name

The Name of this corporation is: Southeast Equity Management Group, Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or

proper for or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

### Article III

#### Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

### Article IV

#### Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: Hollywood Bread Building, 1747 Van Buren Street, Suite 740, Hollywood, Florida 33020.

### Article V

#### Registered Agent

The initial registered agent of this corporation is: Stephen Camm

located at: Hollywood Bread Building, 1747 Van Buren Street, Suite 740,  
Hollywood, Florida 33020.

#### Article VI

##### Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The name and address of the initial director of this corporation is, to wit:

Stephen Camm

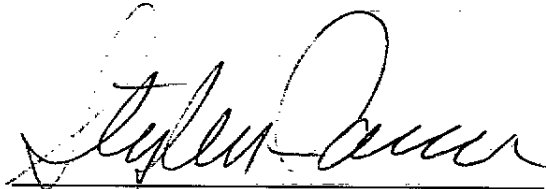
Hollywood Bread Building  
1747 Van Buren Street, Suite 740  
Hollywood, Florida 33020

#### Article VII

##### Incorporator

The name and address of the person signing these Articles is: Stephen Camm, Hollywood Bread Building, 1747 Van Buren Street, Suite 740, Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation of Southeast Equity Management Group, Inc. this 6th day of November, 1998.

  
Subscriber

## ACKNOWLEDGEMENT

STATE OF FLORIDA) ) ss.  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county above set forth, personally appeared, STEPHEN CAMM, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the state and county aforesaid, this 6TH day of November  
1998.

Michelle Puentes  
NOTARY PUBLIC, State of Florida

Michelle Ruentes  
Print Name of Notary

Commission No.: \_\_\_\_\_

My Commission Expires:



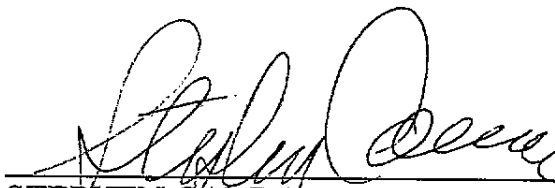
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS IN THIS STATE  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said act:

First: That Southeast Equity Management Group, Inc., desiring  
to organize under the laws of the state of Florida with its principal office as  
indicated in the Articles of Incorporation has named Stephen Camm, whose  
address is: Hollywood Bread Building, 1747 Van Buren Street, Suite 740,  
Hollywood, Florida 33020, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
named corporation at the place designated in this Certificate, I hereby accept  
to act in this capacity and agree to comply with the provisions of said act  
relative to keeping open said office.

  
STEPHEN CAMM

FILED  
98 NOV 12 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA