

P990000022310

Stephen E. WILLIAMS

130 Marina Del Rey Court
Clearwater, Florida 33767

(727) 593-3029

March 3, 1999

By overnight courier

Division of Corporations
Department of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: S&E Financial, Inc.
a Florida for profit corporation
Articles of Incorporation

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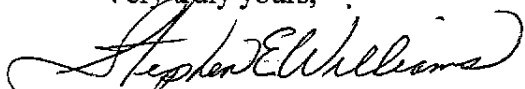
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*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation of the above-referenced new, for profit corporation and a cashier's or official check for the filing fee and registered agents fee in the aggregate amount of \$70.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call **Jackson L. Morris, the company attorney**, at (813) 874-8854.

Very truly yours,


Stephen E. Williams

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION OF S&E FINANCIAL, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be S&E Financial, Inc.

Section 2. The initial principal office and the initial mailing address of the Corporation shall be 130 Marina Del Rey Court, Clearwater, Florida 33767.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on March 3, 1999.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one hundred shares of common stock, all of one class, having a par value of \$1.00 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

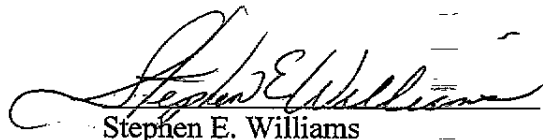
Section 1. The street address of the initial registered office of the Corporation shall be 130 Marina Del Rey Court, Clearwater, Florida 33767.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Stephen E. Williams.

ARTICLE VIII - INCORPORATOR

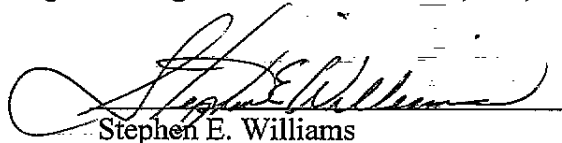
The name and address of the incorporator is Stephen E. Williams, 130 Marina Del Rey Court, Clearwater, Florida 33767.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on March 3, 1999.


Stephen E. Williams

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for S&E Financial, Inc., as stated in these Articles of Incorporation.


Stephen E. Williams

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SECRETARY OF STATE
TALLAHASSEE FLORIDA