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FILED

99 APR -12 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 11th, 1997

Secretary of State
State of Florida
The Capitol building
Tallahassee, Florida 32304

Attention: CORPORATE DIVISION

100002816481-010
05/24/99 01035-010
****122.50 *****78.75

RE: South East Set-up Corp.

Sir/Ms,

Enclosed herewith, please find original and one copy of the Articles of Incorporation of the above named corporation.

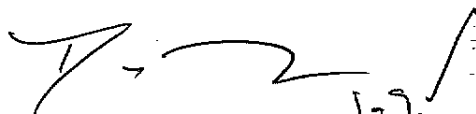
Also enclosed, please find my trust account check in the amount of \$122.50 detailed as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>

Total	<u>\$122.50</u>
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Please acknowledge receipt of these enclosures, returning a certified copy of same to this office. Thank you for your prompt assistance.

Cordially,


Douglas Young

GBR:vep

PH 4/11/2/72
7500
W99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 1999

DOUGLAS YOUNG
135 YACHT CLUB WAY NO. 205
HYPOLUXO, FL 33462

SUBJECT: SOUTH EAST SET-UP CORP.
Ref. Number: W99000007500

We have received your document for SOUTH EAST SET-UP CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00015710

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, AND PRIVILEGES AND IMMUNITIES OF A CORPORATION, FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

South East Set-Up Corp.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS: ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA IN THE UNITED STATES.

ARTICLE III

THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE TEN MILLION (10,000,000) SHARES OF COMMON STOCK WITH PAR VALUE OF \$1.00 PER SHARE. THE WHOLE OR ANY PART OF THE CAPITAL STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATES OR IN PROPERTY, LABOR OR SERVICES INSOFAR AS PERMITTED FROM TIME TO TIME BY THE LAWS OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE AT LEAST ONE THOUSAND DOLLARS (\$1,000.00).

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TALLAHASSEE, FLORIDA

ARTICLE V

THE COMPANY SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

South East Set-up Corp.
1330 W. Industrial Ave # 110
Boynton Beach, Fl. 33426

WITH THE PRIVILEGE, HOWEVER, OF HAVING BRANCH OFFICES AND PLACES OF BUSINESS AT ANY OTHER PLACE OR PLACES WITHIN THE STATE OF FLORIDA, THE UNITED STATES OR IN FOREIGN COUNTRIES.

ARTICLE VII

THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF Two (2) DIRECTORS WHO NEED NOT BE STOCKHOLDERS.

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THE CORPORATION WHO, SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS AND GENERAL CORPORATION LAWS OF FLORIDA, SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED ARE:

NAME

ADDRESS

1. Roy J. Glandfield

936 Cherry Road
West Palm Beach Fl 33409

2. Douglas Young

135 Yacht Club Way #205
Hypoluxo, Fl. 33462

ARTICLE IX

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE:

NAME

ADDRESS

1. Roy J Glandfield

936 Cherry Road
West Palm Beach, Fl 33409

2. Douglas Young

135 Yacht Club Way
No. 205
Hypoluxo, Fl. 33462

ARTICLE X

THE CORPORATION SHALL AT ALL TIMES HAVE THE CORPORATE POWERS PRESENTLY GIVEN TO THE CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA; AND, IT SHALL HAVE SUCH FURTHER POWERS AS FROM TIME TO TIME, HEREAFTER, ARE GIVEN TO CORPORATIONS BY THE STATUTES AND LAWS OF THE STATE OF FLORIDA. THE CORPORATION IS EXPRESSLY AUTHORIZED TO ENTER INTO, HONOR AND BE BOUND BY STOCKHOLDER'S AGREEMENTS WITH AND AMONG

STOCKHOLDERS OF THE CORPORATION. THE CORPORATION IS, FURTHER, AUTHORIZED TO ENTER INTO PARTNERSHIPS AND JOINT VENTURES WITH OTHER PERSONS, FIRMS AND CORPORATIONS.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE MADE AND
SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THE _____
DAY OF _____, 199

Roy J. Glandfield (Seal)
Roy J. Glandfield

Douglas Young (Seal)
Douglas Young

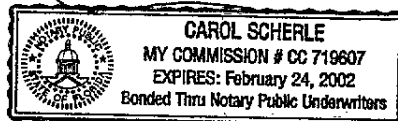
STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:
~~DADE~~)

BEFORE ME, THE UNDERSIGNED AUTHORITY PERSONALLY APPEARED
TO ME KNOWN TO BE THE PERSON(S) DESCRIBED IN THE FOREGOING
ARTICLES OF INCORPORATION, AND ACKNOWLEDGE THAT HE (THEY) MADE
AND SUBSCRIBED THE SAME FOR THE PURPOSES AND USES THEREIN
MENTIONED AND SET FORTH.

WITNESS MY HAND AND SEAL AT SAID COUNTY AND STATE
THIS DAY OF March, 1999.

MY COMMISSION EXPIRES:
February 24, 2002

Carol Scherle (Seal)



Resident Agent Designation

FILED
99 APR 12 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUIT OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF BOYNTON BEACH, COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED DOUGLAS YOUNG, LOCATED AT 135 YACHT CLUB WAY # 205, HYPOLUXO, FL 33462, AS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENTS:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THE 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.


DOUGLAS YOUNG
RESIDENT AGENT