

PAN AMERICAN GROUP
7439 E. HILLSBOROUGH AVE.
TAMPA, FLORIDA 33610
(813) 623-3543

P99000087681

September 30, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/05/99--01034--020
*****78.75 *****78.75

Subject: Southeastern Capital Group, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$78.75 Filing Fee &
Certified Copy

FROM:

Name: Cherry Taylor

Address: 7439 E. Hillsborough Ave.
Tampa, FL 33610

Telephone: (813) 623-3543

APPROVED
AND
FILED
99 OCT -5 AM 10:02
RECEIVED
99 OCT -5 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

gjc 10/5

ARTICLES OF INCORPORATION
OF
SOUTHEASTERN CAPITAL GROUP, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is **Southeastern Capital Group, Inc.**

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of loans, mortgages and other investments.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 500,000 shares at the par value of \$0.01 each.

Holders of shares of said common stock from original issue shall be entitled to preemptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury shares may be offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59 OCT -5 AM 10:02

APPROVED
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The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

ARTICLE FIVE

The principal office of the corporation is 7439 E. Hillsborough Avenue, Tampa, FL 33610.

ARTICLE SIX

The post office address of the Corporation's initial registered office is 7439 E. Hillsborough Avenue, Tampa, FL 33610, and the name of its initial registered agent at such address is Cherry Taylor.

ARTICLE SEVEN

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

Jim R. Clare
7439 E. Hillsborough Ave.
Tampa, FL 33610

Cherry Taylor
7439 E. Hillsborough Ave.
Tampa, FL 33610

Buddy J. Levy
7439 E. Hillsborough Ave.
Tampa, FL 33610

Ralph C. Clare
7439 E. Hillsborough Ave.
Tampa, FL 33610

ARTICLE EIGHT

The name and address of the incorporator is:

Cherry Taylor
7439 E. Hillsborough Ave.
Tampa, FL 33610

ARTICLE NINE

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this the 30th day of September, 1999.

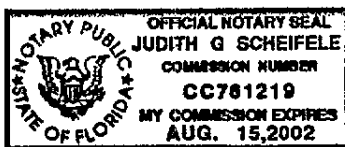

CHERRY TAYLOR

THE STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I, a Notary Public in and for said County and State, do hereby certify that on this the 30th day of September, 1999, personally appeared before me CHERRY TAYLOR, who, being by me first duly sworn, declared that she is the incorporator of SOUTHEASTERN CAPITAL GROUP, INC., that she signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 30th day of September, 1999.




NOTARY PUBLIC STATE OF FLORIDA

I, CHERRY TAYLOR, certify that having been named the initial registered agent for SOUTHEASTERN CAPITAL GROUP, INC., hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: September 30, 1999


CHERRY TAYLOR

APPROVED
AND
FILED

59 OCT -5 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA