

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

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TALLAHASSEE, FLORIDA

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APPROVED
AND
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1.) Southeastern Product Developers, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF INCORPORATION
OF
SOUTHEASTERN PRODUCT DEVELOPERS, INC.**

The undersigned incorporator forms a corporation under the laws of the State of Florida and states as follows:

**ARTICLE I
NAME**

The name of the corporation is:
SOUTHEASTERN PRODUCT DEVELOPERS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is:
2980 McFarlane Road, Suite 207
Miami, Florida 33133

**ARTICLE III
DURATION**

The corporation shall commence existence upon the filing of these Articles of Incorporation, and shall continue in existence perpetually thereafter.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purposes of engaging in the business of developing products to sell by Television and Internet; to act as a fulfillment company; as a Finance Management Co.; and to buy, sell, lease, construct, operate and develop real estate; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation operations or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transaction any or all lawful business.

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The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:
2980 McFarlane Road, Suite 207
Miami, Florida 33133

The name of the initial registered agent of this Corporation at that address is:
M.A. O'BRIEN

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation's By-Laws, but there shall never be less than one director. The name and address of the initial director of this Corporation is:

M.A. O'BRIEN
2980 McFarlane Road, Suite 207
Miami, Florida 33133

ARTICLE VIII INCORPORATOR

The mailing address of the undersigned incorporator signing these Articles or Incorporation is:

M.A. O'BRIEN
2980 McFarlane Road, Suite 207
Miami, Florida 33133

**ARTICLE IX
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation this 29th day of September, 1999.


M.A. O'BRIEN

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT
UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for SOUTHEASTERN PRODUCT DEVELOPERS, INC., the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 of the Florida Statutes.

DATED: September 29, 1999


M.A. O'BRIEN
2980 McFarlane Road, Suite 207
Miami, Florida 33133

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