

LAW OFFICES OF
GARY M. APPELBLATT
3610 American River Drive, Suite 112
Sacramento, CA 95864

Gary M. Appelblatt*
* Admitted in California and Florida

Telephone (916) 486-4200
Facsimile (916) 485-1735

799000104427

November 24, 1999

Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Southeastern Capital Holdings, Inc.
~~Southeastern Holdings, Inc.~~
~~Southeastern Capital, Inc.~~

800003058438--9
-12/02/99--01006--017
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above-named corporations along with the Certificate of Designation Registered Agent/Registered Office. I do not require certification.

~~Do not file all three Articles of Incorporation. My client wants only one and if the name is available, he prefers Southeastern Capital Holdings, Inc.; should that not be available our second choice is Southeastern Holdings, Inc.; and should that not be available our last choice is Southeastern Capital, Inc. Should none of these names be available please contact me as soon as possible.~~

My firm's check has been made payable to the Department of State, Divisions of Corporations, but the amount has been left blank (not to exceed \$200.00). Please fill in the appropriate fee for filing of one set of corporate documents.

Last, please return my documents, in the enclosed envelope. Thank you.

Sincerely,

Gary M. Appelblatt

GMA/smb
Enclosure

P.S. -
only the 1st choice
is available. no
that's what is enclosed.
Thanks.

FILED
99 DEC -1 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHEASTERN CAPITAL HOLDINGS, INC.

FILED
99 DEC -1 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of this Corporation is Southeastern Capital Holdings, Inc.

II

The initial principal office address and the mailing address of the Corporation shall be 2419 E. Commercial Blvd, Suite 307 Lauderdale, Florida 33308.

III

The Corporation is authorized to issue two classes of shares, designated respectfully "Common Stock" and "Preferred Stock." The aggregate number of shares which the corporation shall have authority to issue is 10,000,000 shares of common voting stock having a par value of \$0.001 per share and 1,000,000 shares of preferred stock having a par value of \$1.00 per share.

IV

The name and address in Florida of the Corporation's initial registered agent for service of process is: Michael V. Scillia, 2805 E. Oakland Park Blvd, #110, Ft. Lauderdale, FL 33306.

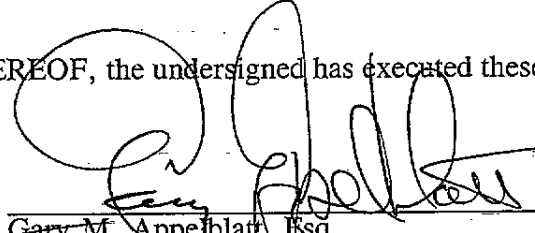
V

The name and street addresses of the incorporator to these Articles of Incorporation are:

Gary M. Appelblatt, Esq.
3610 American River Drive, Suite 112
Sacramento, California 95864

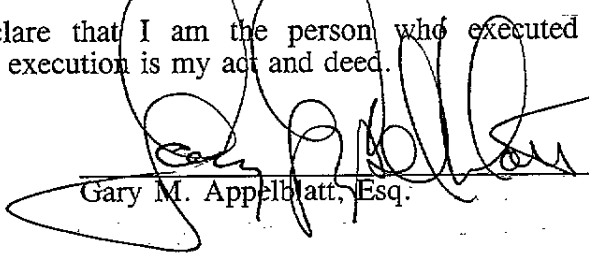
Gary M. Appelblatt, Esq.
2805 E. Oakland Park Blvd, #110
Ft. Lauderdale, FL 33306

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on November 24, 1999.



Gary M. Appelblatt, Esq.
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



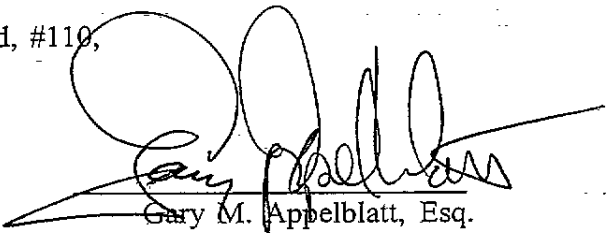
Gary M. Appelblatt, Esq.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Southeastern Capital Holdings, Inc.
2. The name and address of the registered agent and office is:

Michael V. Scillia
2805 E. Oakland Park Blvd, #110,
Ft. Lauderdale, FL 33306

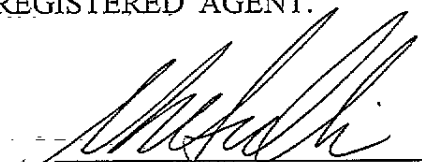


Gary M. Appelblatt, Esq.
Incorporator
3610 American River Drive, Suite 112
Sacramento, CA 95864

2805 E. Oakland Park Blvd, #110
Ft. Lauderdale, FL 33306

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: November 26, 1999


Michael V. Scillia

FILED
99 DEC - 1 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA