

No3000001865

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(City/State/Zip/Phone #)

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(Business Entity Name)

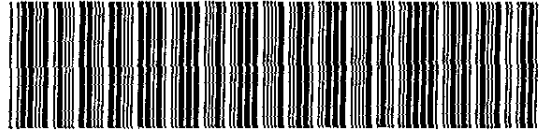
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TALLAHASSEE, FLORIDA

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THE LAW OFFICES OF
STEVEN A. FRANKEL, P.A.

3660 WASHINGTON LANE
COOPER CITY, FLORIDA 33026
(954) 432-2200

Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Real Estate Investors Association of America, Inc.
Articles of Incorporation

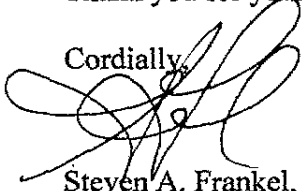
To whom it may concern:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the Real Estate Investors Association of America, Inc., together with our check in the amount of \$87.50 reflecting filing fees, a Certified copy and Certificate of Status. Please return the Certified copy and Certificate of Status in the prepaid envelope enclosed to the following address:

Steven A. Frankel, President
Steven A. Frankel, P.A.
3660 Washington Lane
Cooper City, Florida 33026

Thank you for your time and consideration.

Cordially,



Steven A. Frankel, President

.....

**ARTICLES OF INCORPORATION
OF
REAL ESTATE INVESTORS ASSOCIATION OF AMERICA, INC.
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation is REAL ESTATE INVESTORS ASSOCIATION OF AMERICA, INC.

TWO: The name and address of the registered agent of this corporation is:

Steven A. Frankel, Esq.
5722 S. Flamingo Road, #316
Ft. Lauderdale, Florida 33330

THREE: This corporation is organized exclusively or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporations is one. His name and address is as follows:

Joshua Wapner
5722 S. Flamingo Road, #316
Ft. Lauderdale, Florida 33330

Sandra Frankel
5722 S. Flamingo Road, #316
Ft. Lauderdale, Florida 33330

Scott Frankel
5722 S. Flamingo Road, #316
Ft. Lauderdale, Florida 33330

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TALLAHASSEE, FLORIDA

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FIVE: The name and address of the incorporator of this corporation is:

Steven A. Frankel
5722 S. Flamingo Road, #316
Ft. Lauderdale, Florida 33330

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

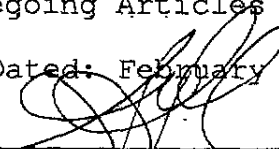
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: February 20, 2003



Steven A. Frankel, Incorporator /Registered Agent

I accept the duties of registered agent.

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