

LAW OFFICES
LEGON PONCE & FODIMAN, P.A.
1111 BRICKELL AVENUE
SUITE 2150
MIAMI, FLORIDA 33131

TODD R. LEGON
S. DANIEL PONCE
TODD A. FODIMAN

TELEPHONE (305) 444-9991
FAX (305) 444-9937
E-MAIL: lawfirm@lpflaw.com

SCOTT J. DORNSTEIN
ALICIA M. OTAZO-REYES
S. SUZANNE PETERS
WILLIAM F. RHODES
JEFFREY A. SUDDUTH

May 9, 2005

OF COUNSEL
MILTON J. WALLACE

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

RE: **Master Brokers Forum of Broward County, Inc.
A Non-Profit Corporation**

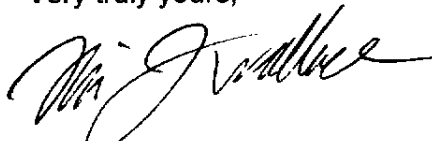
Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above-referenced corporation, along with our check in the amount of \$87.50.

Please file the Articles and return a certified copy to the undersigned.

Thank you for your cooperation.

Very truly yours,



MILTON J. WALLACE

MJW/tb
Encl.

NOTICE
AND
FILED

05 MAY 11 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MASTER BROKERS FORUM OF BROWARD COUNTY, INC.
(In Compliance with Chapter 617, F.S. (Not for Profit))**

ARTICLE I

Name

The name of the corporation shall be: Master Brokers Forum of Broward County, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:
1111 Brickell Avenue, Suite #2150, Miami, Florida 33131.

ARTICLE III

Purpose

The purpose for which this corporation is organized is to operate as a licensee of Master Brokers Forum, Inc., a Florida corporation, and to honor and recognize the most successful and talented real estate brokers in Broward County, Florida.

ARTICLE IV

Manner of Election

There shall be a minimum of twelve (12) directors and a maximum of eighteen (18). The first Board of Directors shall be appointed by Master Brokers Forum, Inc., a Florida corporation. There shall be three (3) classes of Directors, Class A, Class B and Class C. The Class A Directors shall initially have a one-year term and at the end of one year, the Class A Directors shall be elected to a three-year term. The Class B Directors shall initially have a two-year term and at the end of the two years, the Class B Directors shall be elected to a three-year term. The Class C Directors shall initially have a three-year term and at the end of the three years, the Class C Directors shall be elected to a three-year term. Thereafter, the Executive Board of Directors (Chairman, Vice Chairman, Treasurer, Membership Chairman and Honorary Chairman - past chairmen) shall constitute a Committee which shall elect the Board of Directors whose names will be announced at the Annual Membership Meeting.

ARTICLE V

Initial Directors and/or Officers

The initial Director shall be:

Milton J. Wallace
1111 Brickell Avenue
Suite #2150
Miami, Florida 33131

ARTICLE VI

Initial Registered Agent and Street Address

The initial Registered Agent shall be:

Maria T. Barcia
1111 Brickell Avenue
Suite #2150
Miami, FL 33131

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Milton J. Wallace
1111 Brickell Avenue
Suite #2150
Miami, FL 33131

ARTICLE VIII

License Agreement

This corporation shall receive a license from Master Brokers Forum, Inc., a Florida corporation, to utilize its name and abide by its policies. The license agreement shall expire on the 31st day of July of each year and shall be subject to renewal. In the

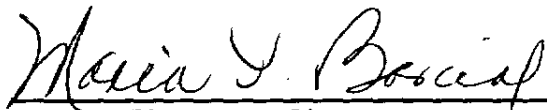
event the License Agreement is not renewed, this corporation shall be obligated to surrender the name and shall not utilize any aspect of the name Master Brokers Forum.

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Signature of Registered Agent

Date: 5/9/05



Signature of Incorporator

Date: 5/9/05