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June 5, 2000

FILED  
00 JUN -7 PH 2: 23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: *EWM SCHOOL OF REAL ESTATE, INC.*

Dear Sir/Madam:

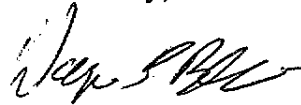
Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Designation and Acceptance form for the above-referenced corporation. Also enclosed is my firm's check payable to Secretary of State in the amount of \$78.75 to cover the filing fee for the above referenced two documents and for a certified copy of the Articles of Incorporation.

I have enclosed a self-addressed stamped envelope for your use in forwarding the certified copy of the Articles of Incorporation to me.

If you have any questions, please contact me by telephone at (305) 670-7000 or by fax at (305) 670-7056.

Thank you.

Yours truly,



Wayne B. Block

Enclo.

S. Thompson JUN 14 2000

FILED  
00 JUN -7 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

EWM SCHOOL OF REAL ESTATE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME

The name of the corporation ("Corporation") shall be EWM SCHOOL OF REAL ESTATE, INC.

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 1360 S. Dixie Highway, Coral Gables, FL 33146. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share; all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote of each share on all matters on which shareholders have the right to vote.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 1360 S. Dixie Highway, Coral Gables, FL 33146. The initial registered agent at that address is Allen C. Harper. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

**ARTICLE V. BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of two (2) members. The name and address of the persons who will serve on the initial board are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	5915 SW 94 St., Miami, FL 33156
Ronald A. Shuffield	9568 SW 67 Ct., Miami, FL 33156

The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

**ARTICLE VI. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

**ARTICLE VII. INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Ronald A. Shuffield 9568 SW 67 Ct., Miami, FL 33156.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 31<sup>st</sup> day of May, 2000.

  
\_\_\_\_\_  
Ronald A. Shuffield, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
00 JUN -7 PM 2:22  
CLERK OF THE COURT  
MILLAHASSETT, FLORIDA

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Pursuant to the provisions of section 608, Florida Statutes, the herein mentioned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

That EWM SCHOOL OF REAL ESTATE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Dade County, Florida, has named Allen C. Harper, located at 1360 S. Dixie Highway, Coral Gables, FL 33146, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 STATUES 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 AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUTES.

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Dated: June 2, 2000.

  
Allen C. Harper, as Registered Agent