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BASIC AMENDMENT
RAPID REAL ESTATE, INC.

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Amended + Restated
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 21, 2004 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Rapid Real Estate, Inc.
Old Name:

Article II. Address. The Corporation's mailing address is:

Rapid Real Estate, Inc.
1154 SW 149th Path
Miami FL 33194

Article III. Registered Agent. The Corporation's registered agent is:

Juan E. Fiol, Jr.
1154 SW 149th Path
Miami FL 33194

Article IV. Officers. The names and addresses of the Corporation's officers are:

President	Juan E. Fiol, Jr.	1154 SW 149th Path	Miami FL 33194
Secretary	Juan E. Fiol, Jr.	1154 SW 149th Path	Miami FL 33194
Treasurer	Juan E. Fiol, Jr.	1154 SW 149th Path	Miami FL 33194

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941 Fourth Street
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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Juan E. Fiol, Jr. 1154 SW 149th Path Miami FL 33194

Article VI. Capital Stock. The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Rapid Real Estate, Inc.

By: _____

by K. Sarria as attorney-in-fact

Name: Juan E. Fiol, Jr.

Title: President

Date: May 21, 2004

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

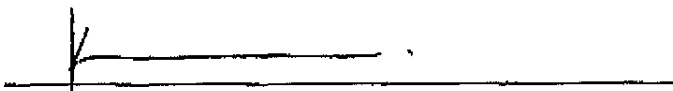
CORPORATION:

Rapid Real Estate, Inc.

REGISTERED AGENT/OFFICE:

**Juan E. Fiol, Jr.
1154 SW 149th Path
Miami FL 33194**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JUAN E. FIOL, JR.
by K. Sarria as attorney-in-fact

Date: 5/21/2004

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