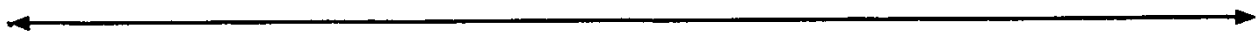


P97000011535

The Center for Creative Real Estate
13498 Walsingham Rd Largo Florida 33774



Transmittal Letter

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002076071--5
-02/03/97--01058--012
****131.25 ****131.25

January 28th 1997

Subject: **THE WEALTH BUILDERS ENTREPRENEURS ASSOCIATION, INC.**

Enclosed is an original and 2 copies of the articles of incorporation and a check for \$131.25 for filing fee, Certified Copy and Certificate.

From M.J. Rodetsky 13498 Walsingham Rd Largo FL 33774

813 593 5626

FEB 5 BSB

FILED
97 FEB -3 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FILED

97 FEB -3 PM 12: 25

The Wealth Builders Entrepreneurs Association, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be The Wealth Builders Entrepreneurs Association, Inc..

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$00.001 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 13498 Walsingham Rd Largo FL 33744, and the name of the initial Registered Agent for the corporation at that address is Michael Rodetsky.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contractor transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

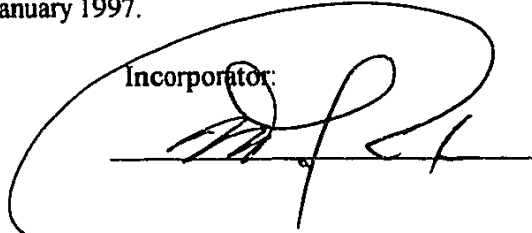
Michael Rodetsky

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

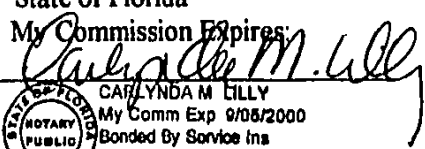
Michael Rodetsky.
13498 Walsingham Rd
Largo FL 33744,

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27th day of January 1997.

Incorporator:


<<<< STATE OF FLORIDA >>>> <<<< COUNTY OF PINELLAS >>>>

The foregoing instrument was executed and acknowledged before me this 27th day of January 1997, by Michael Rodetsky.

(SEAL) _____ Notary Public
State of Florida
My Commission Expires:

CARLYNDA M LILLY
My Comm Exp 9/08/2000
Bonded By Service Ins
No. CC582829
 Personally Known Other

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

FILED

97 FEB -3 PM 12: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida;

The Wealth Builders Entrepreneurs Association, Inc.,

A corporation organizing under the laws of the State of Florida, with its principal office located at 13498 Walsingham Rd Largo FL 33744, has named

Michael Rodetsky.
13498 Walsingham Rd
Largo FL 33744

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

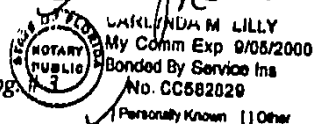

Michael Rodetsky

<<<< STATE OF FLORIDA >>>> <<<< COUNTY OF PINELLAS >>>>

BEFORE ME, the undersigned authority, this day personally appeared Michael Rodetsky, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 27th day of January 1997

Notary Public State of Florida
My Commission Expires



Florida Corp. ...pg. 3