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6/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: COMMERCIAL GROUP, INC.

AUDIT NUMBER.....H97000010325

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 6/26/97

**FLORIDA DEPARTMENT OF STATE****Sandra B. Mortham
Secretary of State**

June 24, 1997

EMPIRE**SUBJECT: COMMERCIAL GROUP, INC.
REF: W97000014687**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The name conflict is "THE COMMERCIAL GROUP, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

**Becky McKnight
Document Specialist**

**FAX Aud. #: 897000010325
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ARTICLES OF INCORPORATION

-of-

REALTY WORLD COMMERCIAL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is REALTY WORLD COMMERCIAL GROUP, INC.

ARTICLE II - Duration

This corporation shall exist in perpetuity.

ARTICLE III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd., Suite 350-N, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is: Jonathan Kurry.

ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

420 S. Dixie Highway
Hallandale, FL 33009

Jonathan Kurry, Esquire
FBN# 0993913
4000 Hollywood Blvd., Suite 350-N
Hollywood, FL 33021
954-962-8889

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ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) Director Initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Harold Benjamin
420 S. Dixie Highway
Hallandale, FL 33009

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is: Jonathan Kurry, Esquire, 4000 Hollywood Blvd., Suite 350-N, Hollywood, Florida 33021.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

ARTICLE X - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

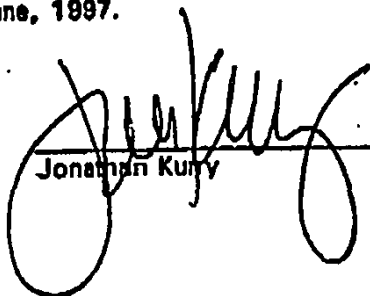
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ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of June, 1997.


Jonathan Kurry

STATE OF FLORIDA)

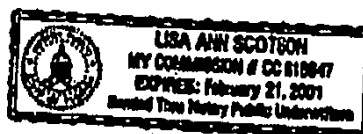
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jonathan Kurry to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 23rd day of June, 1997.


NOTARY PUBLIC

My Commission Expires:



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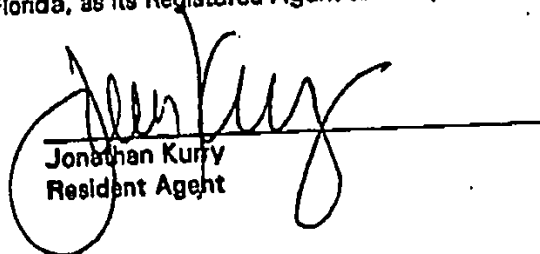
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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is REALTY WORLD COMMERCIAL GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Jonathan Kurry, Esquire, located at 4000 Hollywood Blvd., Suite 350-N, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.


Jonathan Kurry
Resident Agent

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