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FLORIDA NON-PROFIT CORPORATION

PMBC HOME BUYERS CLUB, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 1, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: PMBC HOMES BUYERS CLUB, INC.
REF: W04000008396

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**ARTICLES OF INCORPORATION
OF
PMBC HOME BUYERS CLUB, INC.
a Florida Not for Profit Corporation**

The undersigned, acting as incorporator of PMBC HOME BUYERS CLUB, INC., under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is:
PMBC HOME BUYERS CLUB, INC.
and the principal place of business is:
9415 Sunset Drive, Suite 111
Miami, Florida 33173

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely benevolent. Its primary purpose is to counsel prospective low income housing buyers to facilitate the acquisition and financing of their intended purchases as well as to carry on any other business permitted under the State of Florida Not for Profit Corporation Act.

ARTICLE IV - ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE V - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable

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compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c) of the Code and its regulations.

ARTICLE VI - MANNER OF ELECTION OF DIRECTORS

The method of election of directors shall be stated in the By-Laws of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9415 Sunset Drive, Suite 111, Miami, Florida 33173 and the name of the Corporation's initial registered agent at that address is Henry A. Lopez-Aguilar.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have Four directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than three. The name and street address of the initial director(s) are:

Jorge Rawicz
9415 Sunset Drive, Suite 111
Miami, Florida 33173

Helena Nath
9415 Sunset Drive, Suite 111
Miami, Florida 33173

Eloy Cepero
9415 Sunset Drive, Suite 111
Miami, Florida 33173

Alina Cepero
9415 Sunset Drive, Suite 111
Miami, Florida 33173

ARTICLE IX - INDEMNIFICATION

Every person who now is, hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including Counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE X - MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership, the property voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator is:

JORGE RAWICZ
9415 Sunset Drive, Suite 111
Miami, Florida 33173

ARTICLE XII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

ARTICLE XIII - AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of February, 2004.


JORGE RAWICZ

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of February, 2004, by JORGE RAWICZ, who is personally known to me and who did not take an oath.



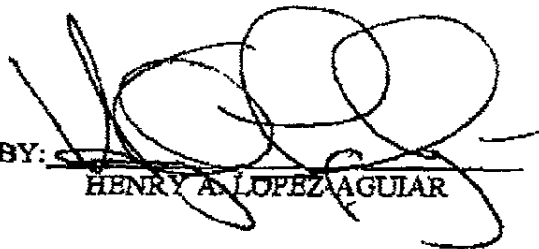
Michael C. Slotnick
MY COMMISSION # 00399620 EXPIRES
November 3, 2004
BONDED THROUGH TROY FARM INSURANCE, INC.

Michael C. Slotnick
Print Name: _____
Notary Public

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PMBC HOME BUYERS CLUB, INC., in the foregoing articles of incorporation, we hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

BY: 
HENRY A. LOPEZ AGUIAR

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