

Pooooooooooy

INTERNATIONAL REAL ESTATE BROKERS

2969 Vineland Road • Kissimmee, Florida 34746

December 20, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900003079339--3

-12/23/99--01055--002

*****78.75 *****78.75

Enclosed please find Articles of Incorporation for ALL COMMERCIAL & MORTGAGE, INC. to request state certificates.

Enclosed find the original and one copy of the Articles of Incorporation, along with a check for \$78.75 to cover costs and one certified copy to be returned to us.

If you have any questions, please telephone, fax or write. Thank you for your attention to this matter.

Sincerely,


Sue Mayo

Sue Mayro
Administrative Assistant

Enclosures: a/s

FILED
99 DEC 23 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FL 32304



ARTICLES OF INCORPORATION

OF

ALL COMMERCIAL & MORTGAGE, INC.

FILED
99 DEC 23 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: All Commercial & Mortgage, Inc.

ARTICLE II

Duration and Existence

The existence of this corporation shall be perpetual.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the

stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock, when issued, shall be paid for and shall be nonassessable.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7799 Styles Boulevard, Kissimmee, Florida 34747. and the name of the initial registered agent of this corporation at that address is Raja S. Assal.

ARTICLE V

Purposes, Business or Objects

The general nature of business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) Commercial Real Estate Sales
Business Brokering
Mortgage Brokering
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or

personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 of the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, mortgage, lend, pledge, or otherwise use and deal in and with, shares of other interests in, or obligations or corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers conferred by the laws of the State of Florida within or without the State of Florida.

(k) To elect or appoint officers and agents for the corporation and define their duties and fix their compensation.

(l) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish Pension Plans, Profit Sharing Plans, Stock Bonus Plans, Stock Option Plans and other incentive plans for any or all of its Directors, Officers and Employees or its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

(r) In general, to carry on any other business in connection with the foregoing and to have and exercise all power conferred by the laws of the state of Florida, and any amendments thereto and to do any and all things herein above set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE VI

Principle Office

The principal office of this corporation shall be located at 7799 Styles Boulevard, Kissimmee, Florida 34747, but the corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this Corporation, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Raja S. Assal	7799 Styles Boulevard, Kissimmee, FL 34747
Justine Assal	7799 Styles Boulevard, Kissimmee, FL 34747
Denise I. Assersohn	7799 Styles Boulevard, Kissimmee, FL 34747
Jean E. Styles	7799 Styles Boulevard, Kissimmee, FL 34747

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of
Incorporation is: Raja S. Assal, 7799 Styles Boulevard,
Kissimmee, Florida 37474

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other Corporation, or are Directors of Officers of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he/she were not such Officer or Director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the

Stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such Stockholders.

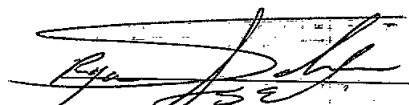
(b) The bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

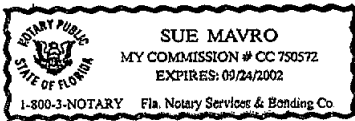

RAJA S. ASSAL

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, on this 17th day of December, 1999, personally appeared RAJA S. ASSAL well known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein contained.

WITNESS my hand and official seal the date aforesaid.



Sue MAVRO
Notary Public

My Commission Expires: 9-24-02
SUE MAVRO

ACCEPTANCE OF APPOINTMENT AS
RESIDENT AGENT AND REGISTERED AGENT

I, Raja S. Assal, hereby accept appointment as resident agent
and as registered agent of ALL COMMERCIAL & MORTGAGE, INC. agree to
accept service of process on said company at 7799 Styles Boulevard,
Kissimmee, Florida 37477.

12/17/99
Date

Raja S. Assal
RAJA S. ASSAL

FILED
99 DEC 23 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FL 323