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Karen J. Charneco
12917 N.W. 22nd Manor
Pembroke Pines, Florida 33028
(954) 435-4910

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January 21, 2000

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: CJC PREFERRED PROPERTIES, P.A.

Dear Sir/Madam:

The undersigned represents the company referred to above. Enclosed is an original fully executed Articles of Incorporation, a duplicate copy, and a check in the amount of $70.00 to be applied to the filing fee and registered agent designation.

Kindly file the Articles and return a "filed copy" to the undersigned using the enclosed self-addressed stamped return envelope.

In the event you need additional information or documentation, do not hesitate to contact me at the number indicated above. If you have any questions regarding this matter, feel free to contact me.

Sincerely,

Karen J. Charneco

KJC:ss
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

of

CJC PREFERRED PROPERTIES, P.A.

The undersigned natural person, competent and licensed to do business in the State of Florida, acting hereby as the Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

I. NAME

The name of this corporation is **CJC PREFERRED PROPERTIES, P.A.**

II. TERM

This corporation shall commence in existence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

III. PURPOSE

A. The general purpose for which the corporation is organized is to engage in every aspect of the practice of real estate; and all its fields of specialization, as are engaged in by real estate agents.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to issue is 100 shares, all of which shall be common stock.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, or service, which in the judgment of the Board of Directors, shall be of equivalent valuation to the value of the stock to be issued.

V. INITIAL CAPITALIZATION

The amount of capital with which this corporation shall begin business is at least $500.00.

VI. PRINCIPAL OFFICE AND REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is **12917 N.W. 22nd Manor, Pembroke Pines, Florida 33028.**

The registered agent of the corporation shall be **Stuart A. Cohen, 3 S.W. 129th Avenue, Suite 208, Pembroke Pines, Florida 33027.**

The Board of Directors may, from time to time, move the principal office to any other address within or without the State of Florida, and may open such branch offices as it, from time to time, deems necessary.

VII. CONDUCT OF BUSINESS

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of at least one member. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this corporation until their successors are elected or appointed.

B. The qualifications, time, and place of election, and term of office of each such Directors shall be provided for in the By-laws of the corporation.

C. The name and post office address of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this corporation, shall hold office and manage the corporation, until their successors are elected or appointed and have qualified, is as follows:

Karen J. Charneco, 12917 N.W. 22nd Manor, Pembroke Pines, Florida 33028

VIII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is **Karen J. Charneco, 12917 N.W. 22nd Manor, Pembroke Pines, Florida 33028.**

IX. REGISTERED AGENT

Pursuant to 48.091 of the Florida Statutes, it is submitted that **CJC PREFERRED PROPERTIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices indicated in the Articles of Incorporation as **12917 N.W. 22nd Manor, Pembroke Pines, Florida 33028** has named **Stuart A. Cohen, 3 S.W. 129th Avenue, Suite 208, Pembroke Pines, Florida 33027,** as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated corporation at the place designated in the certificate, I hereby consent to the appointment, and agree to act in this capacity and comply with the provisions of said act relative to keeping open said office.

STUART A. COHEN

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00 FEB -4 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X. CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the Shareholders of the corporation may be taken without a formal meeting, if consent in writing, setting forth the action, shall be all of the shareholders entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholder's meeting.

If all of the Directors consent in writing of writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as if it had been authorized at a meeting of the Board of Directors.

XI. PREEMPTIVE RIGHTS

Each stockholder, upon the sale for cash of any new stock of his corporation of the same kind, class, or series as that which he/she already holds, shall have the rights to purchase his/her prorata share thereof, as closely as may be done without the issuance of fractional shares, at the price at which it is offered to others.

XII. RESTRICTIONS ON STOCK TRANSFER

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation, without first offering such shares for sale at the net asset value thereof to the corporation. Such offer shall be in writing, signed by the stockholder, sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 45 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholders shall have the right to dispose of the shares as he/she may see fit.

On the death of any stockholder, the corporation shall have the right to purchse all shares owned by such stockholder immediately prior to his/her death, on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

> These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation.

XIII. VERIFICATION OF INCORPORATOR

I, the undersigned being the original subscriber for the purposes of forming a corporation to do business under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts herein stated are true. Accordingly, I have hereunto set my hand and seal on the day and date written below.

Karen J. Charneco

KAREN J. CHARNECO

STATE OF FLORIDA

COUNTY OF BROWARD

The following instrument was acknowledged before me the _____ day of January, 2000 by **KAREN J. CHARNECO**, who is personally known to me or has produced n/a as identification and who did (not) take an oath.

Kimberly Sue Skornia

Notary Public, State of Florida

KIMBERLY SUE SKORNIA
MY COMMISSION # CC 551572
EXPIRES: April 30, 2000
Bonded Thru Notary Public Underwriters