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FLORIDA PROFIT CORPORATION OR P.A.

REAL ESTATE SYSTEMS, INC.

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ARTICLES OF INCORPORATION

OF

REAL ESTATE SYSTEMS, INC.

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

REAL ESTATE SYSTEMS, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

PREPARED BY:

Jeanette Hernandez-Suarez, Esquire
10651 North Kendall Drive, Set 205
Miami, FL 33176
Phone (305) 596-1044
Florida Bar No. 971235

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ARTICLE IV

Authorized Capital

The corporation is authorized to issue one million (1,000,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address is 10300 Southwest 125 Street, Miami, Florida 33176-4726.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 10300 Southwest 125 Street, Miami, Florida 33176-4726. The name of the initial registered agent at such office is Danielle Malkin.

ARTICLE VII

Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have a single director. The name and address of the initial member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Danielle Malkin	10300 Southwest 125 Street Miami, Florida 33176-4726
Kenneth Malkin	10300 Southwest 125 Street Miami, Florida 33176-4726

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ARTICLE VIII

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Danielle Malkin

President, Secretary and Treasurer

ARTICLE IX

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

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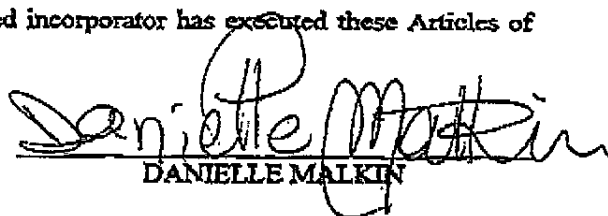
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ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is Danielle Malkin, 10300 Southwest 125 Street, Miami, Florida 33176-4726.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of April 2000.


DANIELLE MALKIN

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


DANIELLE MALKIN

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