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(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FIRST RATE REAL ESTATE INVESTMENTS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

00 MAY 11 AM 8:46 MAY 11 PM 1:03

RECEIVED
FILED

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-05/11/00--01020--018

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

Examiner's Initials

T BROWN MAY 11 2000

ARTICLES OF INCORPORATION

The undersigned incorporate(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
00 MAY 11 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

FIRST RATE REAL ESTATE INVESTMENTS, INC.

ARTICLES II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1180 NE 202ND STREET
NORTH MIAMI BEACH, FLORIDA 33179**

ARTICLES III SHARES

The numbers of shares of stock that this corporation is authorised to have outstanding at any one time is:

500 SHARES \$ 1.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**ADAM RAND
1180 NE 202ND STREET
NORTH MIAMI BEACH, FLORIDA 33179**

ARTICLES V INCORPORATE(S)

The name and street address (es) of the incorporate(s) to these Articles of Incorporation is (are):

ADAM RAND
1180 NE 202ND STREET
NORTH MIAMI BEACH, FLORIDA 33179

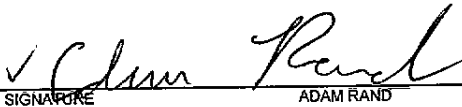
PRESIDENT, SECRETARY, TRESURER, DIRECTOR

ARTICLE VI DIRECTOR (S)

The name(s) and street address (es) of the director(s) to these Articles of Incorporation is(are):

ADAM RAND
1180 NE 202ND STREET
NORTH MIAMI BEACH, FLORIDA 33179

The undersigned incorporate(s) has (have) executed these Articles of Incorporation this
8TH day of MAY, 2000



SIGNATURE

ADAM RAND

PRESIDENT, SECRETARY, TREASURER, DIRECTOR

SIGNATURE

SIGNATURE

Articles of Incorporation

Filling Fee - \$35.00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607 .051, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANISED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

FIRST RATE REAL ESTATE INVESTMENTS, INC.

The name and address of the registered agent and office is:

ADAM RAND
(Name)
1180 NE 202ND STREET
(PO Box not acceptable)

NORTH MIAMI BEACH, FLORIDA 33179
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

✓ Adam Rand
ADAM RAND (Signature)

05/08/2000
(Date)

FILED
00 MAY 11 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314