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EMPIRE CORPORATE KIT

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FILED  
00 MAY 30 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**GEORGES REALTY INVESTMENT, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
| Estimated Charge      | \$78.75 |

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(5)

ARTICLES OF INCORPORATION  
OF  
GEORGES REALTY INVESTMENT, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,—privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

## ARTICLE I

The name of the Corporation shall be: GEORGES REALTY INVESTMENT, INC.

## ARTICLE II

This Corporation shall have perpetual existence.

## ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of real estate, and any other kind of investment, development etc of any project and all other lawful activities of business permitted under the laws of the --- State of Florida and of the United States of America.

## ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: One Thousand Shares at One Dollar each.

## ARTICLE V

This Corporation shall begin business with no less than One Thousand Dollars (\$1,000.00).

## ARTICLE VI

The post office address of the principal office of this Corporation shall be: 15050 N. Spur Drive, Miami, Florida 33161.

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## ARTICLE VII

The name and address of the initial Registered Office of this Corporation in the State of Florida is Lude Georges 15050 N. Spur Dr., Miami, Fla. 33161.

## ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

## ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as follows:

| NAME         | OFFICE    | ADDRESS                                     |
|--------------|-----------|---|
| Ury Georges  | President | 15050 N. Spur Drive<br>Miami, Florida 33161 |
| Lude Georges | Secretary | 15050 N. Spur Drive<br>Miami, Florida 33161 |

## ARTICLE X

Distribution to incorporators is as follows:

|              |            |                |
|--------------|------------|----------------|
| Ury Georges  | 800 Shares | \$800.00 Value |
| Lude Georges | 200 Shares | \$200.00 Value |

## ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

## ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or

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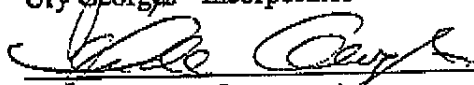
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Dissolution, shall be approved and submitted to the Stockholders for ---  
Approval 51% of all votes will be necessary and thirty days notice,  
shall be provided.

## ARTICLE XIII

This Corporation shall have full power to carry on and transact each or  
all business enumerated in Article III of this Articles of Incorporation.  
Shall have all the general and additional powers now conferred upon it by  
the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and ack-  
nowledged these Articles of Incorporation, on this 25th Day of May, 2000.

  
Ury Georges - Incorporator  
Lude Georges - Incorporator

STATE OF FLORIDA )


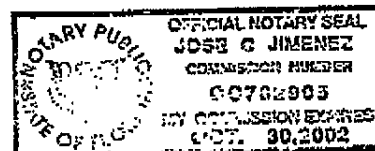
COUNTY OF MIAMI-DADE )

Before me, the undersigned authority duly authorized to administer oath  
and take acknowledgment, personally appeared URY GEORGES AND  
LUDE GEORGES \_\_\_\_\_

who after first being duly sworn, executed the foregoing ARTICLES OF INCOR-  
PORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal,  
at Miami, said County and State, this 25th Day May, 2000.

Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)  
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714

  
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT - REGISTERED OFFICE


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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized 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 GEORGES REALTY INVESTMENT, INC.

The name and address of the Registered Agent and office is LUDE GEORGES  
15050 N. Spur Drive, Miami, Florida 33161.

  
Corporate Officer

Title: President

Date: May 25, 2000.

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00 MAY 30 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated -- Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties and accept the duties and obligations of Section 607.325, Florida Statutes.

  
Lude Georges, Registered Agent, accepting office.

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