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Charles E. Geary*

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***Also admitted to practice in Mass. & NY

July 26, 2000

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

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-04/03/00--01138-010

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

Re: MASTERS GROUP, INC./MASTERS REAL ESTATE GROUP, INC.

Ref. Number: W00000009194

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with a copy of the letter from your office requesting that a new name be submitted as the name "MASTERS GROUP, INC." is unavailable. Please file these documents with the new name MASTERS REAL ESTATE GROUP, INC. and return them to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.



Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

Corpl/Sta.ltr

189,3544,2551,2550
W00-9194

BROWN AUG - 2 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 6, 2000

REBECCA D. GEARY
GEARY LAW OFFICES, P.A.
27 EAST OCEAN BOULEVARD
STUART, FL 34994

SUBJECT: MASTERS GROUP, INC.
Ref. Number: W00000009194

We have received your document for MASTERS GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 100A00018880

ARTICLES OF INCORPORATION
OF
MASTERS REAL ESTATE GROUP, INC.

FILED
00 AUG -2 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation shall be: MASTERS REAL ESTATE GROUP, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 2400 River Hammock Drive, Fort Pierce, FL 34981. The mailing address of this corporation is 2400 River Hammock Drive, Fort Pierce, FL 34981.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Janet LiCausi
2400 River Hammock Drive
Fort Pierce, FL 34981

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Janet LiCausi
2400 River Hammock Drive
Fort Pierce, FL 34981

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Janet LiCausi
2400 River Hammock Drive
Fort Pierce, FL 34981

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 21st day of June, 2000.

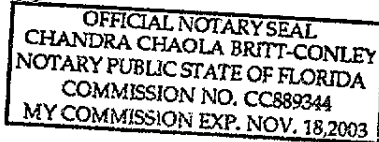
Janet LiCausi
Janet LiCausi

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 21st day of June, 2000 by Janet LiCausi, who is personally known to me or who has produced FLDL L220-437-45-583-0 as identification and who did not take an oath.

Chandra Chaola Britt-Conley

Print Name: Chandra Chaola Britt-Conley
Notary Public



ACCEPTANCE OF REGISTERED AGENT

That MASTERS REAL ESTATE GROUP, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2400 River Hammock Drive, Fort Pierce, FL 34981, has named Janet LiCausi, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

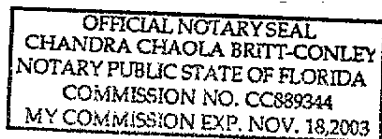
By: Janet LiCausi
Janet LiCausi

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 21st day of June, 2000 by Janet LiCausi, who is personally known to me or who has produced FL DL L220-437-45583-0 as identification and who did not take an oath.

Chandra Chaola Britt-Conley

Print Name: Chandra Chaola Britt-Conley
Notary Public



FILED
00 AUG -2 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA