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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

FLORIDA PROFIT CORPORATION OR P.A.

JOE'S REALTY, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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EMPIRE CORPORATE KIT

P.01/04

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ARTICLES OF INCORPORATION

OF
JOE'S REALTY, INC.

We, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of the corporation shall be JOE'S REALTY, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:
Daniel Guerrieri, Esq.
1221 Brickell Avenue, Suite 1020
Miami, Florida 33131

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this State, of this corporation is 9250 S. W. 76th Terrace, Miami, Florida 33173.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS and INCORPORATORS

The name and street address of the person signing these articles and the name of the individuals who shall serve on the first Board of Directors is:


Incorporator
Daniel Guerrieri

Directors
Joseph F. Imbasala

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 7th day of August, 2000.

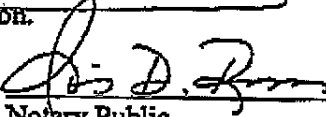


Daniel Guerrieri, Incorporator

STATE OF FLORIDA

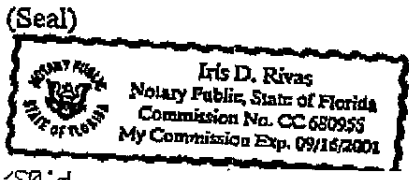
COUNTY OF DADE

The foregoing instrument was ~~acknowledged~~ before me this 7th day of August, 2000 by Daniel Guerrieri, who is/are personally known to me or who has/have produced _____ as identification.



Notary Public

My Commission Expires:



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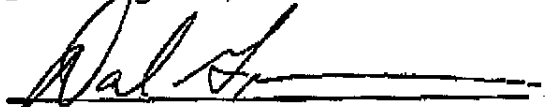
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law, the following is submitted:

JOE'S REALTY, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 1221 Brickell Avenue, Suite 1020, Miami, Florida 33131, has named Daniel Guerrieri as its agent to accept service of process within Florida.

Dated: August 7th, 2000

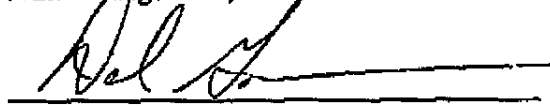


Daniel Guerrieri, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **JOE'S REALTY, INC.**, at the place designated in the Articles of Incorporation, Daniel Guerrieri agrees to act in this capacity, agrees to comply with the provisions of section 48.091 relative to keeping open such office.

Dated: August 7th, 2000



Daniel Guerrieri, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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