

COTON, CANNELLA & LAVIGNE, P.A.
ATTORNEYS AT LAW

LUIS D. COTON
(FL BAR BOARD CERTIFIED IMMIGRATION LAW)

SEPIDEH ESKANDARI
(IMMIGRATION LAWYER)

ROBERT A. CANNELLA
(CRIMINAL & IMMIGRATION LAW)

JAMES R. LAVIGNE
(FL BAR BOARD CERTIFIED INTERNATIONAL LAW)

P00000088330

September 15, 2000

EXPRESS MAIL - RRR
EL489842155US

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200003337042--5
09/18/00--01135--005
*****78.50 *****78.50

Re: Filing of Articles of Incorporation For
1. Dynasty Mansions Of Bayshore, Inc.
2. Simply Lakefront Luxury, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for Dynasty Mansions Of Bayshore, Inc. and Simply Lakefront Luxury, Inc. for filing with your division.

Also enclosed are my firm checks Nos. 1644 and 1645 each in the amount of \$78.50 representing payment for your services as follows:

- A. Filing Fee of \$35.00
- B. Registered Agent Fee of \$35.00
- C. One Certified Copy at \$8.75

Please accept the Articles of Incorporation for filing. Note that the effective dates are September 11, 2000 for Dynasty Mansions Of Bayshore, Inc. and September 12, 2000 for Simply Lakefront Luxury, Inc.

Mailing Address
P. O. Box 4838
Tampa, FL 33677

Tel: (813) 876-8516
Fax: (813) 871-2046

Street Address
1949 W. Dr. M LK Blvd
Tampa, FL 33607

Tel: (813) 874-8484
Fax: (813) 874-8989

EFFECTIVE DATE
09-12-00

00 SEP 28 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

09/19

Finally, please find enclosed a prepaid self addressed Express Mail envelope. If at all possible, please return the filed and certified corporate paperwork to me in that envelope to expedite my receipt of same.

Thank you for your kind attention to, and assistance in this matter.

Sincerely,

A handwritten signature in cursive script, reading "Luis D. Coton", followed by a horizontal line.

LUIS D. COTON, ESQUIRE

LDC/lc
Enclosures

cc: corporation

ARTICLES OF INCORPORATION
OF
SIMPLY LAKEFRONT LUXURY, INC.

FILED
00 SEP 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

THE NAME OF THIS CORPORATION SHALL BE SIMPLY LAKEFRONT LUXURY,
INC.

ARTICLE II.
COMMENCEMENT AND DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE
SEPTEMBER 12, 2000. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III.
PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF ENGAGING
IN THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS ACTIVITIES PERMITTED
UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV.
CAPITAL STOCK

EFFECTIVE DATE
09-12-00

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE TEN THOUSAND
(10,000), ONE DOLLAR (\$1.00) PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V.
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 VI.
TRANSFER RESTRICTIONS

NO SHAREHOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IMMEDIATELY UPON EXPIRATION OF THE 15 DAY CORPORATE OPTION THE SHAREHOLDER MUST OFFER HIS STOCK TO THE REMAINING SHAREHOLDERS UPON THE SAME TERMS AND CONDITIONS AS HAD BEEN OFFERED TO THE CORPORATION. NOTICE MUST BE PROVIDED TO EACH SHAREHOLDER, AT THEIR MOST CURRENT RESIDENCE ADDRESS AS IT APPEARS IN THE CORPORATE RECORDS, BY CERTIFIED MAIL-RETURN RECEIPT REQUESTED.

EACH REMAINING SHAREHOLDER SHALL HAVE A PERIOD OF THIRTY DAYS FROM THE DATE OF MAILING THE OPTION NOTICE TO THEM WITHIN WHICH TO GIVE NOTICE, IN THE SAME MANNER AS GIVEN TO THEM, OF EXERCISE OF SAID OPTION. BOTH THE CORPORATION OR ANY REMAINING SHAREHOLDER SHALL HAVE THIRTY DAYS FROM THE DATE OF THEIR MAILING NOTICE OF EXERCISE WITHIN WHICH TO CLOSE AND CONSUMMATE THE STOCK PURCHASE.

IF BOTH THE CORPORATION AND ALL REMAINING STOCKHOLDERS FAIL TO EXERCISE AND CLOSE ON THEIR OPTION TO PURCHASE WITHIN THE TIME PERIODS ABOVE SET FORTH, THEN THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARE OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION. A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE".

VII.
INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE ONE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

LUIS D. COTON, ESQUIRE
1958 W. MARTIN LUTHER KING BOULEVARD
TAMPA, FLORIDA 33607

ARTICLE VIII.
INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX.
PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL BUSINESS OFFICE SHALL BE: 1958 W. MARTIN LUTHER KING BOULEVARD. TAMPA, FLORIDA 33607.

THE REGISTERED OFFICE OF AND FOR THE CORPORATION SHALL BE 1958 W. MARTIN LUTHER KING BOULEVARD, TAMPA, FLORIDA 33607.

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S REGISTERED AGENT AT THAT ADDRESS IS: LUIS D. COTON, ESQUIRE.

ARTICLE X
INITIAL OFFICERS

THE CORPORATION'S INITIAL OFFICERS WHO WILL SERVE UNTIL THEY ARE REPLACED AT A REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS OR THE SHAREHOLDERS OF THE CORPORATION ARE.

PRESIDENT: LUIS D. COTON.
1958 W. MLK BLVD.
TAMPA, FL 33607

VICE PRESIDENT: SEYED REZA MIRAN
1958 W. MLK BLVD.
TAMPA, FL 33607

SECRETARY AND LUZ M. COTON
TREASURER: 1958 W. MLK BLVD.
TAMPA, FL. 33607

ARTICLE XI.
INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS: LUIS D. COTON 1958 W. MARTIN LUTHER KING BOULEVARD, TAMPA, FLORIDA 33607.

ARTICLE XII.
AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

SIGNED AT TAMPA, FLORIDA THIS 12TH DAY OF SEPTEMBER, 2000.

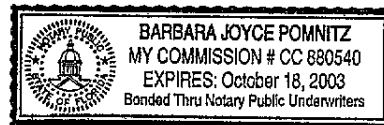


LUIS D. COTON, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ON SEPTEMBER 12, 2000 LUIS D. COTON, DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF SIMPLY LAKEFRONT LUXURY, INC.

Barbara Joyce Pomnitz
NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF SIMPLY LAKEFRONT LUXURY, INC. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SIMPLY LAKEFRONT LUXURY, INC.

Luis D. Coton DATE: 09/12/2000
LUIS D. COTON, ESQUIRE -
REGISTERED AGENT

FILED
00 SEP 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA