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P00000094153

Florida Department of State
Division of Corporations
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From:

Account Name : ADAM R. SCHIFFMAN, P.A.
Account Number : I20000000100
Phone : (305) 682-1328
Fax Number : (305) 682-0063

MERGER OR SHARE EXCHANGE

FABULOUS REALTY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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04 MAR 12 PM 1:36
DIVISION OF CORPORATIONS

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04 MAR 11 PM 2:04
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TALLAHASSEE, FLORIDA

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merge MC
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FACSIMILE TRANSMITTAL SHEET

TO:

NAME: Ms. Susan Payne
FIRM/COMPANY: Florida Department of State - Division of Corporations
ELECTRONIC FILING
TELEFAX NUMBER: (850) 205-0380

FROM:

ADAM R. SCHIFFMAN, ESQUIRE
(The original of this document is being retained by the sender but will be transmitted by mail upon request).

OUR FILE #: Fabulous Realty, Inc. and Fabulous Mortgages, Inc.

DATE: ¹²
March ~~10~~, 2004

TOTAL NUMBER OF PAGES (INCLUDING TRANSMITTAL SHEET): 5

COMMENTS: See attached.

See Revised Articles of Merger.

IF YOU DO NOT RECEIVE ALL THE PAGES SET FORTH ABOVE, PLEASE CALL BACK AS SOON AS POSSIBLE AT (305) 682-1328 FOR VOICE CONTACT WITH THE OPERATOR.

THE INFORMATION CONTAINED IN THIS TRANSMISSION MAY BE ATTORNEY/CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATIONS IS PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOUR COSTS. THANK YOU FOR YOUR COOPERATION.

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOLLOWING ARTICLES OF MERGER ARE SUBMITTED IN ACCORDANCE WITH THE FLORIDA BUSINESS CORPORATION ACT, PURSUANT TO §607.1105, FLORIDA STATUTES.

1. The name of the surviving corporation is FABULOUS REALTY, INC., and the jurisdiction of the surviving corporation is FLORIDA.

2. The name and jurisdiction of each merging corporation is:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NUMBER</u>
FABULOUS REALTY, INC.	Florida	P00000094153
FABULOUS MORTGAGES, INC.	Florida	P01000015946

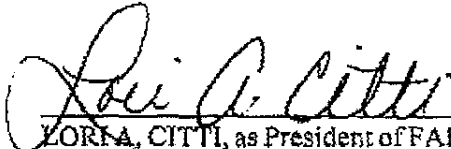
3. The Plan of Merger is attached.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. Adoption of Merger by the surviving corporation was adopted by the shareholders of the surviving corporation on March 10, 2004.

6. Adoption of Merger by the merging corporation was adopted by the shareholders of the surviving corporation on March 10, 2004.

IN WITNESS WHEREOF, the President of the surviving and merging corporations have executed these Articles of Merger this 11th day of March, 2004.



LORI A. CITTI, as President of FABULOUS REALTY, INC.

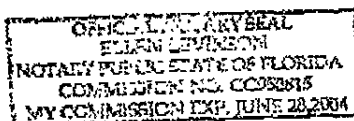


LORI A. CITTI, as President of FABULOUS MORTGAGES, INC.

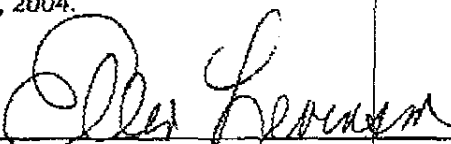
STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Lori A. Citti, known to me and known to be the person who, as President of Fabulous Realty, Inc., executed the foregoing Articles of Merger, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 17th day of March, 2004.



My Commission Expires:

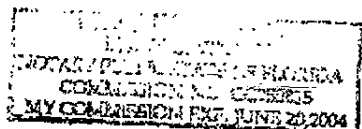


NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Lori A. Citti, known to me and known to be the person who, as President of Fabulous Mortgages, Inc., executed the foregoing Articles of Merger, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 17th day of March, 2004.



My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER ARE SUBMITTED IN ACCORDANCE WITH §607.1101, FLORIDA STATUTES.

1. The name of the surviving corporation is **FABULOUS REALTY & MORTGAGES, INC.** and the jurisdiction of the surviving corporation is **FLORIDA**.

2. The name and jurisdiction of each merging corporation is:

NAME

JURISDICTION

FABULOUS REALTY, INC.

Florida

FABULOUS MORTGAGES, INC.

Florida

3. The terms and conditions of the merger are as follows:

Fabulous Mortgages, Inc. shall, effective immediately upon the Articles of Merger being filed with the Florida Department of State, be merged into Fabulous Realty, Inc., with the surviving entity be called Fabulous Realty & Mortgages, Inc. and with there being only one class of shareholders owning common stock each with a par value of \$1.00.

4. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of Fabulous Mortgages, Inc. shall be exchanged with one share of common stock of Fabulous Realty & Mortgages, Inc.

5. Article I of the Articles of Incorporation of Fabulous Realty, Inc. is amended to provide the name of the Corporation shall immediately changed to **FABULOUS REALTY & MORTGAGES, INC.**