

~~TRANSMITTAL LETTER~~

FILED
01 JAN 12 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Proposed corporate name - must include suffix)

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ADDITIONAL COPY REQUIRED

Daytime Telephone number

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**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, herein referred to as the Corporation, hereby agree to the following:

ARTICLE I - NAME

The Name of the Corporation shall be *KW COMMERCIAL REALTY USA, Inc.*

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporation pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be *447 THIRD AVE No. Suite 400
ST PETERSBURG, FL 33701*

ARTICLE V - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be *447 THIRD AVE No. Suite 400
ST PETERSBURG, FL 33701*

Section 2. The name of the initial registered agent of the Corporation at said address shall be **ROBERT J. GONZALEZ**

ARTICLE VI - CAPITAL STOCK

The authorized capital stock of the Corporation shall be **10,000 (TEN THOUSAND)** shares of commons stock having a par value of **\$ 0.01** per share.
1 cent

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of **(2) Two** Directors whose names and addresses are as follows:

Name	Address
ROBERT J. GONZALEZ	447 THIRD AVE NO. SUITE 400 ST. PETE, FL 33701
ROGER K. HUMBERT	1120 N. SHORE DR. NE #903 ST. PETE, FL 33701

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the bylaws.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE IX - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the shareholders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or

permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B. 1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Name

Address

ROBERT J. GONZALEZ

447 THIRD AVE NO.
SUITE 400
ST PETERS, FL 33701

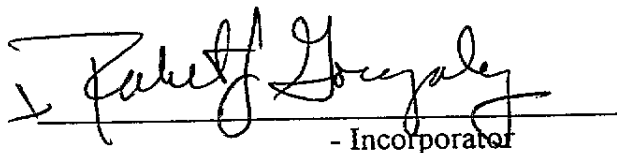
ARTICLE XI - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain Conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation, before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the

State of Florida, the undersigned executed these Articles of Incorporation on the 10TH (Tenth)
Day of JANUARY, 2001


- Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: KW COMMERCIAL REALTY USA, Inc.
2. The name and address of the Registered agent and office is: ROBERT J. GONZALEZ
447 THIRD AVE NO.
Suite 400
ST PETE, FLORIDA 33733

Signature: X Robert J. Gonzalez

TITLE: Incorporator

DATE: 1/10, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: X Robert J. Gonzalez

DATE: 1/10, 2001

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