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Florida Department of State
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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.**N.Y.S. REAL ESTATE DEVELOPMENT CORPORATION**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

N.Y.S. REAL ESTATE DEVELOPMENT CORPORATION

(5) We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: N.Y.S. REAL ESTATE DEVELOPMENT CORPORATION

ARTICLE II - PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and building and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise,

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or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

NINE HUNDRED (900) SHARES WITH \$1.00 PER VALUE PER SHARE

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon a sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE V - CAPITAL

The amount of capital with which this corporation shall begin business shall be \$900.00.

ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be located at:

17100 S. W. 94TH AVE.
#505
MIAMI, FL 33157

ARTICLE VIII - BOARD

The Board of Directors of this corporation shall consist of not less than one member.

ARTICLE IX - BOARD MEMBERS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X - REGISTERED AGENT

The registered agent and the registered office for this corporation are: **STUART A. MARKUS, ESQUIRE**
2251 S.W. 22ND ST.
Miami, Florida 33145

ARTICLE XI - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
JOE NEYRA	17100 S. W. 94TH AVE. #505 MIAMI, FL 33157

ARTICLE XII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

DATE: Feb 28 2001


STUART A. MARKUS, ESQUIRE
Registered Agent

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IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

[Signature]
JOE NEYRA, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

I hereby certify that on this day personally appeared JOE NEYRA, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

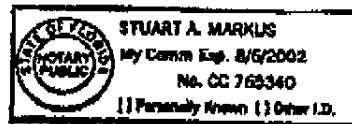
WITNESS my hand and seal at Miami, Dade County, Florida, this 28 day of Feb, 2001.

[Signature]
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:

Prepared by:

JAY B. WEISS, ESQ.
2251 S.W. 22nd Street
Miami, Florida 33145
Tel. No. (305) 854-0499
Fax. No. (305) 856-4258
FBN 274585



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