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LAW OFFICES

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Of Counsel:

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(Mass. and Fla. Bar)

February 22, 2001

Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-02/27/01--01129--009
*****122.50 *****78.75

Att: Corporate Records Department

Re: Rachel Herbert, P.A.

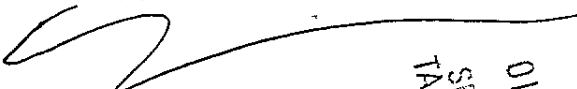
Gentlemen:

We are enclosing original and one copy of Articles of Incorporation for the above referenced company together with our trust account check in the amount of \$122.50 to cover the necessary filing fee, and one certified copy.

Please file the enclosed Articles and forward the certified copy to this office.

Thank you for your assistance in this matter.

Very truly yours,



Charles B. Butman

CBB:sg

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01 FEB 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-1-01

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01 FEB 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RACHEL HERBERT, P.A.

The undersigned natural person, competent and is a licensed real estate broker in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be Rachel Herbert, P.A.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in the field of real estate as engaged in by licensed real estate sales persons and licensed real estate brokers.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be licensed real estates sales persons and brokers in good standing and otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to licensed real estate sales persons and licensed real estate brokers or otherwise legally authorized in the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL OFFICE

The address of this corporation's principal office and mailing address is 930 S.W. 93rd Avenue, Plantation, Florida 33324 and the name of its initial Registered Agent at said address is Relia B. Herbert.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is:

Relia B. Herbert
930 S.W. 93rd Avenue
Plantation, Florida 33324

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Stockholders, but shall never be less than one.

The name and address of the initial Director of this corporation is:

Rellia B. Herbert
930 S.W. 93rd Avenue
Plantation, Florida 33324

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

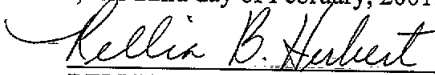
ARTICLE XII

BYLAW AMENDMENT

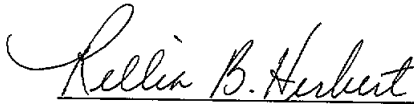
The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in

the Board of Directors and Stockholders provided that such amendment be in Compliance with the Laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Resident Agent has executed these Articles of Incorporation in the State of Florida, this 22nd day of February, 2001.

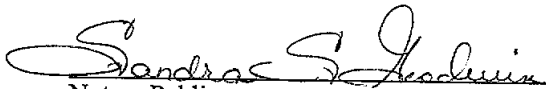

RELLIA B. HERBERT Incorporator

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.


RELLIA B. HERBERT Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was acknowledged before me this 22nd day of February, 2001, by RELLIA B. HERBERT, who is personally known me or who produced _____ as identification.


Notary Public
My commission expires:



FILED
01 FEB 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA