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Florida Department of State
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Correction

FLORIDA PROFTT CORPORATION OR P.A.

cmf real estate holdings, inc.

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|-----------------------|---------|
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 2001

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SUBJECT: CMF REAL ESTATE HOLDINGS, INC.
REF: W01000008336

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**ARTICLES OF INCORPORATION
OF
CMF REAL ESTATE HOLDINGS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is CMF REAL ESTATE HOLDINGS, INC., and the mailing address of this corporation shall be: 2100 Salzedo Street, Suite 300, Coral Gables, Florida 33134.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Million Shares (1,000,000) shares of common stock at One Cent (\$0.01) par value per share.

THIS INSTRUMENT PREPARED BY:

Carlos E. Padron, Esq.
VILA & PADRON, P.A.

2100 Salzedo Street

Suite 300

Coral Gables, Florida 33134

Telephone: (305) 461-4888

Facsimile: (305) 461-0261

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ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 2100 Salzedo Street, Suite 300, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation and the address is: Carlos Padron, 2100 Salzedo Street, Suite 300, Coral Gables, Florida 33134.

ARTICLE VI**INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is: Carlos Padron, 2100 Salzedo Street, Suite 300, Coral Gables, Florida 33134.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one. The name and address of the director shall be: Charles M. Fernandez, 105 Paloma Drive, Coral Gables, Florida 33134.

ARTICLE VIII**BY-LAWS**

The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 2001.


Carlos Padron, Incorporator

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**CERTIFICATE OF REGISTERED AGENT
OF
CMF REAL ESTATE HOLDINGS, INC.**

Pursuant to Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That CMF REAL ESTATE HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 2100 Salzedo Street, Suite 300, Coral Gables, Florida 33134, has named Carlos Padron located at: 2100 Salzedo Street, Suite 300, Coral Gables, Florida 33134 as agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated this 11th day of April, 2001.

By: 

Carlos Padron

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