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TRANSMITTAL LETTER

FILED

01 APR 23 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/23/01--01025--014
*****78.75 *****78.75

SUBJECT: Joan Smith Capital & Real Estate Investments, Inc.
(Proposed corporate name-must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing fee	Filing fee & Certificate	Filing fee & Certified Copy	Filing fee, Certified Copy & Certificate

FROM: Clifton H. Rodriguez
Name (printed or typed)

3146 N.W. 68 Street

Ft. Lauderdale, Florida 33309

Voice: (954) 969-9637

NOTE: Please provide the original and one copy of the articles.

CB 4-23

ARTICLES OF INCORPORATION

For

Joan Smith Capital and Real Estate Investments, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I-Name of the Corporation

The name of the corporation shall be:

Joan Smith Capital and Real Estate Investments, Inc.

Article II-Nature or Purpose of the Business

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state. The corporation will offer professional real estate services to its customers in the Tri-County area, the State of Florida, and the world. The corporation will comply with any professional regulations imposed by state agencies within the State of Florida as well.

Article III-Principal Office

The principal business mailing address of this corporation shall be:

8020 Hampton Blvd., Ste. 510
North Lauderdale, Florida 33068
Voice: (954) 791-6292

Article IV-Number of Shares Authorized

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

One Thousand (1,000)

(The par value of the corporation common stock will be \$1.00) Joan M. Smith will own 100% of outstanding shares of the corporation.

Article V-Initial Registered Agent

The name and address of the initial registered agent is:

Clifton H. Rodriquez, C.P.A.
3146 NW 68 Street
Ft. Lauderdale, Florida 33309
(954) 969-9637

ARTICLES OF INCORPORATION

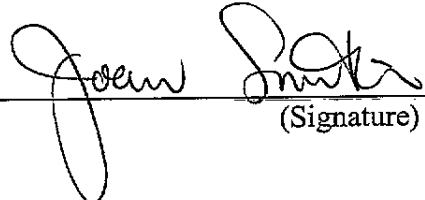
For

Joan Smith Capital & Real Estate Investments, Inc.

Article VI-Subscriber(s)

Joan M. Smith
8020 Hampton Blvd., Ste. 510
North Lauderdale, Florida 33068

The undersigned subscribers have executed these Articles of Incorporation this
5th day of March, 2001.


(Signature)

Article VII-Perpetual Life

The corporation shall have a perpetual existence unless a majority of board of directors, or the shareholders decides to discontinue the existence of the corporation.

Article VIII-Appointment of the Officers and Board of Directors

The Board of Directors shall be appointed in accordance with the Bylaws of the corporation. Each Board member shall be appointed in accordance with the Bylaws of the corporation, and shall carry out their responsibilities in a sincere and trustworthy manner. The following officers have been appointed by the Board of Directors:

<u>Name</u>	<u>Position</u>
Joan M. Smith	President/CEO/Chairperson
Joan M. Smith	Corporate Secretary
Joan M. Smith	Treasurer/Controller

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

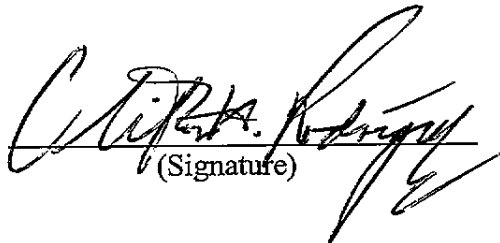
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

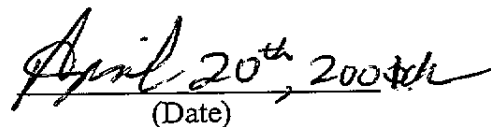
1. The name of the corporation is: **Joan Smith Capital and Real Estate Investments, Inc.**

2. The name and address of the registered agent and office are as follows:

Clifton H. Rodriquez, C.P.A.
3146 NW 68 Street
Ft. Lauderdale, Florida 33309

Having been named as registered agent and to accept service 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 obligation of my position as registered agent.


(Signature)


(Date)