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GS

GARY SIEGEL • ATTORNEY AT LAW

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April 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-04/24/01--01008--005
*****70.00 *****70.00

Re: INTERNATIONAL MORTGAGE FUND & REAL ESTATE, INC.

Enclosed herewith, please find an original and one copy of the Articles of Incorporation of the above-named corporation along with a check in the amount of \$70.00 to cover the following expenses:

Filing Fee:	\$20.00
Registered Agent Fee:	20.00
Certified Copy:	30.00
Total:	\$70.00

Please file same and forward a confirmation of the filing to me at your earliest convenience. Thank you for your assistance and cooperation.

Sincerely,

GARY SIEGEL, ESQUIRE

GS/clf
Enclosures

FILED
01 APR 24 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-25-01
100

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MORTGAGE FUND & REAL ESTATE, INC.

ARTICLE I. NAME. The name of the corporation shall be INTERNATIONAL MORTGAGE FUND & REAL ESTATE, INC.

ARTICLE II. DURATION. The corporation shall exist perpetually.

ARTICLE III. PURPOSE. The purpose of this corporation is for a mortgage company and real estate transactions, and for the transaction of any lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue One Hundred (100) shares of common stock with One Dollar (\$1.00) par value per share, and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTRATION OFFICE AND AGENT. The street address of the principal office is 1331 W. Central Blvd., Orlando, FL 32802, and the mailing address of the principal office of this corporation is 1331 W. Central Blvd., Orlando, FL 32802. The name of the Initial Registered Agent is ALLOSHA S. FISHALOW, located at 4039 Shorecrest Drive, Orlando, FL 32804.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have three (3) directors initially. The number of directors may never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

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SECRETARY OF STATE
TALLAHASSEE, FL

TROY M. DEAL
277 Trismen Terrace
Winter Park, FL 32789

MARCELL M. DEAL
277 Trismen Terrace
Winter Park, FL 32789

ALLOSHA S. FISHALOW
4039 Shorecrest Drive
Orlando, FL 32804

ARTICLE VII. INITIAL OFFICERS.

President: TROY M. DEAL
V. President: MARCELL M. DEAL
Secretary: MARCELL M. DEAL
Treasurer: MARCELL M. DEAL

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital:

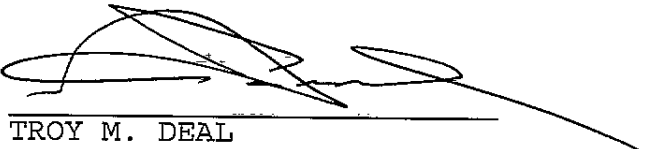
TROY M. DEAL 50 Shares

MARCELL M. DEAL 50 Shares

ARTICLE IX. INCORPORATOR NAME AND ADDRESS: The incorporators' name is/are TROY M. DEAL and MARCELL M. DEAL, and the incorporators' address is 1331 W. Central Blvd., Orlando, FL 32802.

ARTICLE X. AMENDMENT. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 18 day of April, 2001.

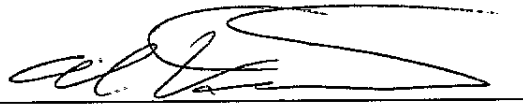

TROY M. DEAL


MARCELL M. DEAL

ACCEPTANCE OF REGISTERED AGENT

I, ALLOSHA S. FISHALOW, have been named to act as the Registered Agent to accept service of process for INTERNATIONAL MORTGAGE FUND & REAL ESTATE, INC., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 18 day of April, 2001.



ALLOSHA S. FISHALOW

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01 APR 24 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FL 32399