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SAAVEDRA, PELOSI & GOODWIN

ATTORNEYS AT LAW

An Association of Professional Associations

Not a Partnership

312 Southeast 17th Street, Second Floor

Fort Lauderdale, Florida 33316

(954) 767-6333

FACSIMILE (954) 767-8111

E-MAIL: Lawspg@aol.com

FILED
01 MAY -2 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAMASO W. SAAVEDRA*
NANCY D. PELOSI**
ALLYSON D. GOODWIN****
ANDREW S. YAGODA**
SHARI HINES**

OF COUNSEL
MARIO THOMAS GABOURY***
DARRYL TOMPKINS**
HADLEIGH HOWD**

* MEMBER OF THE FLORIDA,
CONNECTICUT AND WASHINGTON,
D.C. BAR
** MEMBER OF THE FLORIDA BAR
***MEMBER OF THE CONNECTICUT
BAR
****MEMBER OF THE FLORIDA
AND WASHINGTON, D.C. BAR

April 26, 2001

VIA U.S. MAIL

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

RE: UNITED REAL ESTATE GROUP INC.

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-05/02/01--01071--005
*****78.75 *****78.75

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Incorporation immediately; obtain a certified copy of same and call our office when this has been accomplished.

A check is also enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, the \$35.00 fee for filing the Designation of Resident Agent for a total of \$78.75.

Also enclosed is the executed Resident Agent form and one copy.

D. BROWN MAY - 7 2001

April 26, 2001
Page 2

Thank you for your assistance in this matter.

Sincerely,


SAAVEDRA, PELOSI & GOODWIN

Damaso W. Saavedra, Esq.

DWS:ag

Encls.

F:/WORDDOCS/ANN/CORPORATE/FLORIT/UNITEDREALTYINC/ARTICLES
April 26, 2001 9819.005

SAAVEDRA, PELOSI & GOODWIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
UNITED REAL ESTATE GROUP INC.

The undersigned for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is **UNITED REAL ESTATE GROUP INC.**

ARTICLE II - TERM

The duration of the Corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To purchase, own real estate and/or to own a Century 21 and/or ERA or other real estate franchise;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$0.01) Cent per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the Corporation is **312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316** and the name of the initial registered agent at such address is **Damaso W. Saavedra, Esq.**. The mailing address of the principal office of the Corporation is **11410 Kendall Drive, Suite 106, Miami, Florida 33176**.

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be greater than **four (4)**. The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME

ADDRESS

Luis Hector Florit-Molina

**11410 Kendall Drive
Suite 106
Miami, Florida 33176**

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

Damaso W. Saavedra, Esq.

**312 S.E. 17th Street, 2nd Floor
Ft. Lauderdale, Florida 33316**

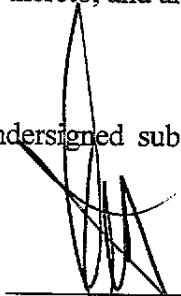
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

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 subscriber has executed these Articles of Incorporation, this 2nd day of April 2001.



Damaso W. Saavedra, Esq.

STATE OF FLORIDA

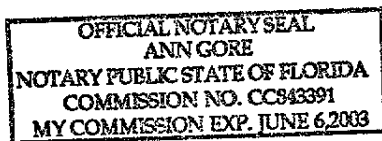
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared **Damaso W. Saavedra, Esq.**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this ___ day of April, 2001.


NOTARY PUBLIC

My Commission Expires:



FILED
01 MAY -2 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

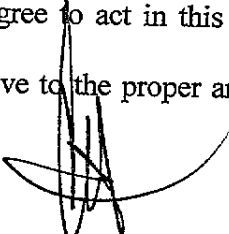
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **UNITED REAL ESTATE GROUP INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **Damaso W. Saavedra, Esq.** located at **312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316** as its agent to accept service of process within Florida.


UNITED REAL ESTATE GROUP INC.

Damaso W. Saavedra, Esq.
Date: April 16, 2001

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


Damaso W. Saavedra, Esq.
Date: April 16, 2001