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01 MAY -3 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 2001

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-05/03/01--01091--005
*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399

Gentlemen:

Enclosed please find the Articles of Incorporation for:

FIRST REAL ESTATE OF AMERICA, INC.

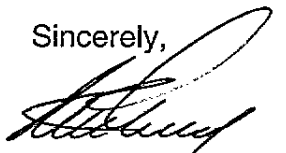
Enclosed is our check in the amount of \$78.75 to cover
fees as follows:

Filing Fees.....\$35.00
Certified Copy.....\$8.75
Register Agent....35.00

Please return the filed documents to me in the enclosed overnight envelope.

If you have any questions, please do not hesitate to call me at (561) 368-2300.

Sincerely,



Ronald P. Godfrey

CR 58

ARTICLES OF INCORPORATION
OF
FIRST REAL ESTATE OF AMERICA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **FIRST REAL ESTATE OF AMERICA, INC.**

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock which shall be designated common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principle office and the initial registered office of this corporation is 3848 Florida Atlantic Blvd., #100, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at that address is Ronald P. Godfrey.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1) director. The name and address of the initial director of this corporation is:

Ronald P. Godfrey
7340 NE 8th CT.
Boca Raton, FL 33487

ARTICLE VII. INCORPORATOR

The name and address of the person signing these articles is:

Ronald P. Godfrey
7340 NE 8th CT.
Boca Raton, FL 33487

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the board of directors and the shareholders.

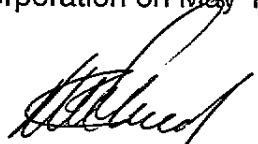
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 1, 2001.



Ronald P. Godfrey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE OF PROCESS WITHIN

THIS STATE, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That **FIRST REAL ESTATE OF AMERICA, INC.**

desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named Ronald P. Godfrey, located at 3848 Florida Atlantic Blvd., #100, Boca Raton, FL 33431, as its agent to accept service of process within this State.

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ronald P. Godfrey
Resident Agent