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IGNACIO E. ARANGO, P.A. **ATTORNEY AT LAW**

201 ALHAMBRA CIRCLE, SUITE 500
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May 24, 2001

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BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: GENESIS PROPERTY SOLUTIONS, INC., INC., a Florida corporation (the "Corporation")

Dear Sir/Madam:

Enclosed for filing is one (1) original and a duplicate original of the Articles of Incorporation of the Corporation, together with the designation of and acceptance by the registered agent. In addition, enclosed is this firm's check payable to the Department of State of Florida in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars to pay the following fees and costs:

Filing Fee	\$ 35.00
Certified copy	8.75
Registered Agent designation	35.00
Total	\$ 78.75

Upon filing, please provide the undersigned attorney a certified copy of the enclosed Articles of Incorporation. Should you have any questions regarding this matter, please do not hesitate to call me.

Very truly yours,

IGNACIO E. ARANGO, P.A.

Ignacio E. Arango
IGNACIO E. ARANGO

IEA/ab

Enclosures

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FILED
201 MAY 25 AM 10:02
SECOND FLORIDA
TALLAHASSEE, FLORIDA

✓
5/24/01

EFFECTIVE DATE

5/24/01

ARTICLES OF INCORPORATION

OF

GENESIS PROPERTY SOLUTIONS, INC.

2001 MAY 25 AM 10:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes, acknowledges, adopts and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **GENESIS PROPERTY SOLUTIONS, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be:

c/o IGNACIO E. ARANGO, P.A.
201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134

ARTICLE III - Term of Existence

The Corporation shall commence its corporate existence as of execution and acknowledgment of these Articles, and shall have perpetual existence, unless sooner dissolved.

ARTICLE IV - Purposes

The Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article V - Authorized Shares

The Corporation is authorized to issue one hundred (100) shares of common stock having a par value of \$1.00 each, entitled to one (1) vote each. All of such stock shall be payable in cash, property, real or personal, or labor of services in lieu of cash, at a just valuation to be fixed by the board of directors of the Corporation.

ARTICLE VI - Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of stock in the Corporation that may, from time to time, be issued (whether or not presently authorized) in the ratio that the number of shares it, he or she holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise such right and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised under the authority of, and the business and affairs of the Corporation shall be managed at the direction of, its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a duly noticed meeting, may be exercised or performed to such extent and by such person or persons as shall be provided by the board of directors.

The Corporation shall have at least one (1) initial director. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors. The bylaws may be adopted, altered, amended or repealed at any time by a vote of the majority of the board of directors.

ARTICLE IX - Amendment of Articles

These Articles may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X - Incorporator

The name and address of the Incorporator is:

Name: _____ Address: _____

Joseph Bober

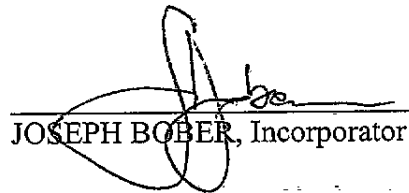
c/o 201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134

ARTICLE XI - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 201 Alhambra Circle, Suite 500, Coral Gables, and the name of the initial registered agent of the Corporation at that address is Ignacio E. Arango, Esquire who accepts his designation as the registered agent of the

Corporation for the service of process thereto.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Coral Gables, State of Florida, on the 24th day of May, 2001.



JOSEPH BOBER, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

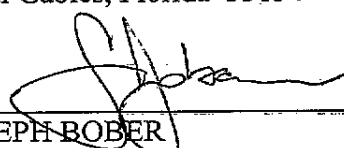
Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and the registered office in the State of Florida:

1. The name of the Corporation is:

GENESIS PROPERTY SOLUTIONS, INC.

2. The name and address of the registered agent and office is:

Ignacio E. Arango, Esquire
IGNACIO E. ARANGO, P.A.
201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134



JOSEPH BOBER
Incorporator


May 24th 2001

2001 MAY 25 AM 10:52
STATE OF FLORIDA
TALLAHASSEE

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505, FLORIDA STATUTES.

IGNACIO E. ARANGO, P.A.

By: 

Ignacio E. Arango, Esquire

Date of execution:

May 24, 2001.