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Armando Cardella  
444 Poinciana Island Drive  
North Miami Beach, FL 33160

Transmittal Letter

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-09/05/01--01048--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

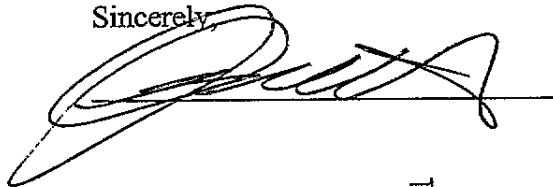
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir:

Enclosed please find Articles of Incorporation for a corporation with the proposed name of BUY SELL REAL ESTATE 123, INC., and the Designation and Acceptance of its Registered Agent, for filing, together with our check in the amount of \$ 78.75 to cover the following checked service:

_____	Filing Fee \$70.00 (basic charge)
<u>XXX</u>	Filing Fee & Certificate \$78.75
_____	Filing Fee & Certified Copy (of Articles) \$122.50 (requires additional copy of articles)
_____	Filing Fee, Certified Copy & Certificate \$131.25 (recommended) (requires additional copy of articles).

Sincerely,



Enclosures

James - RA  
305-667-3033  
305-962-3774 - ARMANDO

FILED  
01 SEP -4 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/5  
OK per Armando Cardella to  
correct att. III  
KK

1001-19851

HR  
9/5

**ARTICLES OF INCORPORATION  
OF**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I      NAME**

The name of the corporation shall be BUY SELL REAL ESTATE 123, INC.

**ARTICLE II      NATURE OF BUSINESS**

This 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, county, territory or nation.

**ARTICLE III      CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV      ADDRESS**

The street address of the initial registered office of the corporation shall be 6430 SW 73<sup>RD</sup> COURT, MIAMI, FL 33143.  
and the name of the initial Registered Agent for the corporation at that address is James A. Carraway.

**ARTICLE V      SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as may be necessary, shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this coA-Atracting w~th the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Armando Cardella.


ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Armando Cardella  
444 Poinciana Island Drive  
North Miami Beach, FL 33160

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2nd day  
of April, 2001.

Incorporator:

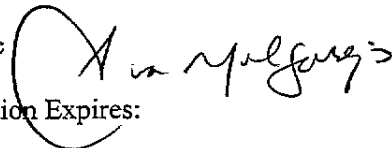
  
Armando Cardella

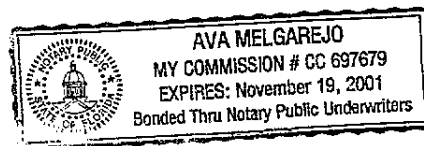
STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was executed and acknowledged before me this 22nd day of  
August, 19, by Armando Cardella  
2001

(SEAL)

Notary Public  
State of  
My Commission Expires:





**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida,  
BUY SELL REAL ESTATE 123, INC. a corporation organizing under the laws of the State of Florida,  
with its principal office located at 444 POINCIANA ISLAND DRIVE, has named JAMES  
A. CARRAWAY, whose address is 6430 SW 73<sup>RD</sup> COURT, MIAMI, FL 33143.,  
as it Registered Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

James H. Carraway

STATE OF  
COUNTY OF

Florida  
Broward

BEFORE ME, the undersigned authority, this day personally appeared James H. Carraway  
who, after being duly sworn, deposes and says that the facts and matters contained above are true and  
correct, and that he/she has executed the same for the purposes expressed herein.

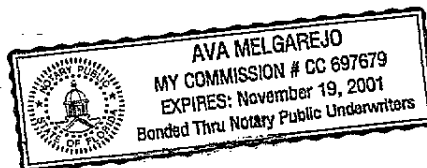
WITNESS my hand and official seal this 22nd day of August 2001

(SEAL)

Notary Public

State of

My Commission Expires:



FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA