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FLORIDA PROFIT CORPORATION OR P.A.

REALTOR ASSOCIATES of FLORIDA, INC.

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ARTICLES OF INCORPORATION
OF
REALTOR ASSOCIATES OF FLORIDA, INC.

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: REALTOR ASSOCIATES OF FLORIDA, INC.

The principal place of business of this corporation shall be at 5881 NW 151 Street, Suite 103, Miami, Florida 33014.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 including, but not limited to performing the services of a Florida Licensed Real Estate Broker pursuant to Chapter 475 Florida Statutes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 13 Street, Suite 100, Miami, Florida 33132 and the name of the initial registered agent of the corporation at that address is Alfredo Garcia-Menocal.

ARTICLE V. TERMS OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

*Articles of Incorporation
Realty Associates of Florida, Inc.*

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall initially have two officers and three directors. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Leonardo Padron, President; Treasurer; and Director.
5881 NW 151 Street
Suite 103
Miami, Florida 33014

Julio S. Padron, Vice-President; Secretary; and Director.
5881 NW 151 Street
Suite 103
Miami, Florida 33014

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Leonardo Padron
5881 NW 151 Street
Suite 103
Miami, Florida 33014

ARTICLE VIII. INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by

*Articles of Incorporation
Realtor Associates of Florida, Inc.*

the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-

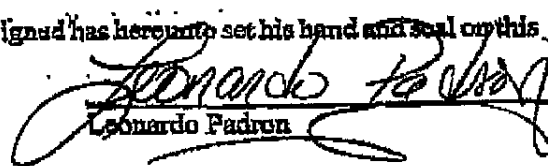
*Articles of Incorporation
Reditor Associates of Florida, Inc.*

law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

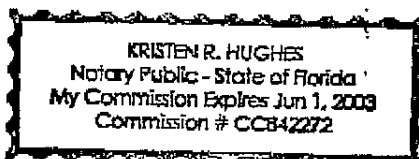
F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12 day of September 2002.


Leonardo Padron

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

This foregoing instrument was acknowledged before me this 12 day of September 2002 by Leonardo Padron, who is personally known to me.



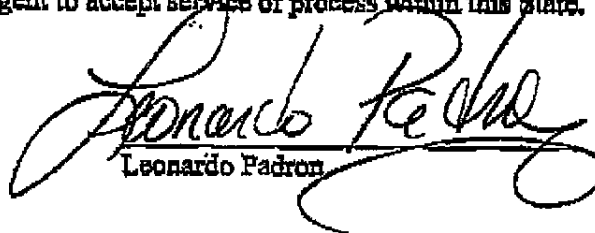

Kristen R. Hughes
Notary Public, State of Florida at Large
My Commission Expires: 6/1/03

*Articles of Incorporation
Realtor Associates of Florida, Inc.*

**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:

REALTOR ASSOCIATES OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami-Dade County, Florida, has named ALFREDO GARCIA-MENOCAL, of 555 NE 15 Street, Suite 100, Miami, Florida 33132 as its agent to accept service of process within this State.


Leonardo Padron

ACKNOWLEDGMENT BY DESIGNATED AGENT

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


ALFREDO GARCIA-MENOCAL

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