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TRANSMITTAL LETTER

August 30, 2002

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

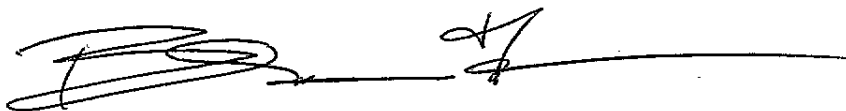
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Enclosed are the original and one (1) copy of the Articles of Incorporation for **Complete Real Estate Services Corporation** with a check for filing fee. Please return one stamped copy of the articles to the following:

Complete Real Estate Services Corporation
4505 Park Blvd., #6
Pinellas Park, FL 33781
(727) 547-8776

FILED
2002 SEP 16 AM 9:16
TALLAHASSEE, FL
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

Yours Sincerely,



Bruce To, Incorporator

9-17-02

ARTICLES OF INCORPORATION

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name of the Corporation

The Corporate name is **Complete Real Estate Services Corporation.**

ARTICLE II

Duration

The duration of the Corporation is perpetual.

ARTICLE III

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V
Address of Corporation

The address of the principal office is 4505 Park Blvd., #6, Pinellas Park, FL 33781.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 4505 Park Blvd., #6, Pinellas Park, FL 33781, and the initial registered agent shall be Bruce To. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors. The number of directors may be increased or diminished from time to time as provided by the Bylaws, but shall never be less than one. The name of the initial Director and President of this Corporation is Bruce To. The name of the initial Director and Secretary is Be Nguyen. Their address is 4505 Park Blvd., #6, Pinellas Park, FL 33781.

ARTICLE VIII
Incorporators

The name and address of the Incorporator of this Corporation is Bruce To, 4505 Park Blvd., #6, Pinellas Park, FL 33781.

ARTICLE IX
Indemnification

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE X
Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE XI
Bylaws

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

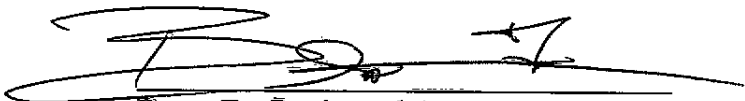
CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that **Complete Real Estate Services Corporation** desiring to organize under the laws of the State of Florida, with its principal place of business at 4505 Park Blvd., #6, Pinellas Park, FL 33781, named **Bruce To**, located at 4505 Park Blvd., #6, Pinellas Park, FL 33781, its agent to accept service of process within Florida.

ACKNOWLEDGMENT

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

DATED: This 12th day of September, 2002



Bruce To, Registered Agent
INCORPORATOR

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CLERK OF STATE
TALLAHASSEE, FLORIDA