

PO2000102769

John Key
2830 Apache Avenue
Jacksonville, FL 32210

September 18, 2002

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*****78.75 *****78.75

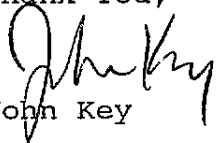
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: INVESTORS REAL ESTATE FUNDING GROUP, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing Fee & Certificate of Status.

Should you have any questions, please call 1-888-JOHNKEY.

Thank You,


John Key

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF
INVESTORS REAL ESTATE FUNDING GROUP, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be INVESTORS REAL ESTATE FUNDING GROUP, INC.

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be 2830 Apache Avenue, Jacksonville, FL 32210.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$.001 per share.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 2830 Apache Avenue, Jacksonville, FL 32210 and the initial registered agent at that office is John Key.

**Article V
Incorporator**

The name and street address of the incorporator of this corporation are:

John Key
2830 Apache Avenue
Jacksonville, FL 32210

**Article VI
Duration**

This corporation shall exist perpetually.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

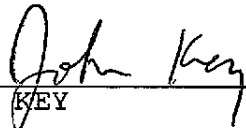
(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation is:

John Key
2830 Apache Avenue
Jacksonville, FL 32210

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 18th day of September, 2002.



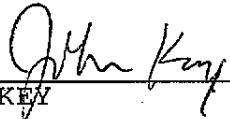
JOHN KEY

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

INVESTORS REAL ESTATE FUNDING GROUP, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates JOHN KEY as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be John Key, 2830 Apache Avenue, Jacksonville, FL 32210.

DATED this 18th day of September, 2002.



JOHN KEY

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 18th day of September, 2002.



JOHN KEY

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