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ARTICLES OF INCORPORATION OF FIRST REAL ESTATE FINANCING CORP.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be:

FIRST REAL ESTATE FINANCING CORP.

O2 DEC 31 PN 1: 47 SECRETARY OF STATE TALLARY SEE, FLORDA

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be:

200 West Palmetto Park Road Suite 301 Boca Raton, Florida 33432

ARTICLE III. NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

ARTICLE VIII. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

D. Justin Niles, Esquire 200 West Palmetto Park Road Suite 301 Boca Raton, Florida 33432

ARTICLE IX. BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X. INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name Donald Kline

<u>Address</u>

c/o 200 W. Palmetto Park Road, Suite 301

Boca Raton, Florida 33432

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

<u>Name</u>

Address

Donald Kline

c/o 200 W. Palmetto Park Road, Suite 301

President, Secretary

Boca Raton, Florida 33432

ARTICLE XII. INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

D. Justin Niles

200 West Palmetto Park Road
Suite 301
Boca Raton, Florida 33432

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

D. JUSTIN NILES

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me this day of December, 2002 personally appeared D. Justin Niles, who is personally known to me, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.

My Commission expires:

GAIL F TOMLIN

MY COMMISSION & GRIFF OF TOMLIN - Note:

MY COMMISSION & CC 835469

EXPIRES: Jul 6, 2003

1-800-3-NOTARY Fla. Notary Service & Bonding Co.

1-800-3-NOTARY Fla. Notary Service & Bonding Co.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

D. JUSTEN NILES

(SEAL)