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9/6/11

**ARTICLES OF INCORPORATION
OF**

CAPITAL REAL ESTATE INVESTMENTS WORLDWIDE, INC.

The undersigned, for the purpose of form a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

CAPITAL REAL ESTATE INVESTMENTS WORLDWIDE, INC.

ARTICLE II

The principal address of the corporation shall be:

2247 BELCHERY COURT, CLEARWATER, FLORIDA 33764

ARTICLE III

PURPOSE

This corporation is organized to:

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

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractional shares and may be in whole or part cancelled and re-issued at anytime in compliance with the by-laws of this corporation. Said stock shall be paid for in such manner as the board of Directors may provide and approve, whether in cash, services or property.

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ARTICLE V

The names, address and titles of the Directors / Officers legally allow to enter into a contract for the corporation and bind this corporation is;

Jerry Marino

President, Treasurer and Director

Alan P. Ashfield

Vice President, Secretary, and Director

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2247 Belchery Court, Clearwater, Florida** and the name of the initial registered agent of this corporation is **Jerry Marino**.

ARTICLE VII

The Board of Directors of the corporation consists of one (2) member(s).

ARTICLE VIII

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of directors either from the corporation's net earnings or from the surplus of the corporation assets over liabilities, including capital of the corporation, but no otherwise. Dividends may be payable either in cash, property or shares of common stock of the corporation.

ARTICLE IX

INCORPORATORS

The name and post office address of the incorporator of the Articles of Incorporation is;

JERRY MARINO

2247 BELCHERY COURT

CLEARWATER, FLORIDA 33764

ARTICLE X

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereof, unless all directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested only in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 3 day of JUNE 2003.

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 3rd day of June, 2003, by JERRY MARINO who is personally known to me or who provided identification.

Jerry Marino
JERRY MARINO
President

Official Seal

Sharon R. Manchester
Signature of Notary Public

SHARON R. MANCHESTER
Print or Type Name of Notary Public




Sharon R Manchester
My Commission DD007440
Expires March 08, 2005

STATE OF FLORIDA
COUNTY OF PINELLAS

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a NOTARY PUBLIC duly authorized to acknowledgments, personally appeared, **JERRY MARINO**, as incorporator and who executed the foregoing Article of Incorporation this 3rd day of June, 2003.

WITNESS MY HAND and official seal at Pinellas County, Florida this 3rd day of June 2003.

 Sharon R Manchester
My Commission DD007440
Expires March 08, 2005

Seal

Sharon R. Manchester
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES
Print Name: SHARON MANCHESTER
 Personally Known Produced Identification
Type of Identification: _____
Number: _____

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

CAPITAL REAL ESTATE INVESTMENTS WORLDWIDE, INC., Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Clearwater, the County of Pinellas, State of Florida has named **Jerry Marino** as its agent to accept service of process within the state.

Having been named to accept service of process for the above named corporation at a place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of this act relating to keeping open said office.

REGISTERED OFFICE ADDRESS: 2247 Belchery Court. Clearwater, Florida 33764

By: Jerry Marino
Jerry Marino
Registered Agent