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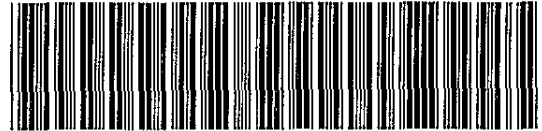
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

sm 9/11

Consort Investments Corp

3700 Island Boulevard #308

Aventura, FL 33160

Tel # 305-792-2423

Corporate Minutes and Bylaws – Taken on August 8, 2003

On August 8, 2003 a new corporation was filed in Dade County, FL for purposes of conducting business in the purchase, sale and management of Real Estate Investment Properties.

The stockholders are (see related Articles of Incorporation):

Raiz Enterprises, LLC

3700 Island Blvd #308

Aventura, FL 33160

Investment interest in corporation.

Including voting rights that can be cast as
two separate votes

Andicol Real Estate Corp

2600 Island Blvd. #2205

Aventura, FL 33160

Investment interest in corporation

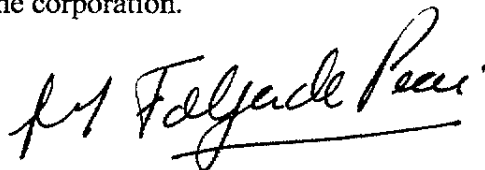
Including voting rights.

The following bylaws outline certain operational guidelines:

Purchase & Sale of Properties – requires 75% stockholder approval.

Rule Changes – requires 100% stockholder approval.

Check Writing Privileges – on bank accounts, for all business related transactions, are extended to any and all officers of the corporation.



Signed:

8/8/03 - Secretary/Treasurer for Consort Investments Corp

**Articles of Incorporation
of
Consort Investments Corp**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the laws of Florida, hereby adopt the following articles of incorporation.

Article I. Corporate Name

The name of the corporation is: Consort Investments Corp

Article II. Nature of Business and Powers

The general nature of this business to be transacted by this corporation is to engage in any and all business permitted under law of the State of Florida in the purchase, sale and management of Real Estate Investment Properties.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One thousand Five Hundred (1,500) shares of common stock having a par value of One dollar (\$1.00) per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon the filing of these articles.

Article V. Principal Address

The principal address of the corporation shall be:

3700 Island Blvd #308
Aventura, FL 33160

Article VI. Registered Agent

Name: Raiz Enterprises, LLC
Address: 3700 Island Blvd #308
Aventura, FL 33160

Article VII. Initial Board of Directors

This corporation shall have Two Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of the corporation are as follows:

Silvia Folgar – President & Secretary
3700 Island Blvd #308
Aventura, FL 33160

Victor Pecci - Treasurer
3700 Island Blvd #308
Aventura, FL 33160

Article VIII. Indemnification

This corporation shall indemnify any Officer or Director, or any former officer or Director, to the fullest extent permitted by law.

Article IX. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Transfer of Stock

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make a satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.

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Article VII. Initial Board of Directors

This corporation shall have Two Directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of the corporation are as follows:

Raiz Enterprises, LLC
3700 Island Blvd #308
Aventura, FL 33160

Andicol Real Estate Corp
2600 Island Blvd. #2205
Aventura, FL 33160

Article VIII. Indemnification

This corporation shall indemnify any Officer or Director, or any former officer or Director, to the fullest extent permitted by law.

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These Articles of Incorporation may be amended in the manner provided by law.

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1,

Article XI. Transfer of Corporate Interest

Should one or more of the incorporators choose not to, or be unable to, contribute in further investments or meet certain financial corporate obligations, then the remaining incorporators, at their respective proportionate corporate interest, have the right to purchase the corporate interest from the abstaining party. The value of the corporate interest to be purchased will be set by an independent appraisal at the time of determination.

Article XII. Incorporators

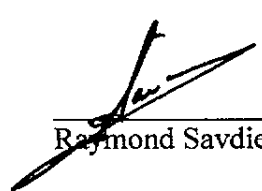
The name and address of the persons signing these articles of incorporation as incorporators are as follows:

Raiz Enterprises, LLC
3700 Island Blvd #308
Aventura, FL 33160

Andicol Real Estate Corp
2600 Island Blvd. #2205
Aventura, FL 33160

Executed by the undersigned at Miami, Florida on August 11, 2003



Victor Pecci – Raiz Enterprises, LLC

Raymond Savdie – Andicol Real Estate Corp

Certificate and Acknowledgement of Registered Agent

Consort Investments Corp, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

The above corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at

**3700 Island Blvd #308
Aventura, FL 33160**

Has named Raiz Enterprises, LLC, as its registered agent to accept service of process within Florida.

Acknowledgment

Having been named registered agent to accept service in process for the above-stated corporation at the place designated in this certificate, Raiz Enterprises, LLC hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

Silvia Folgar – Secretary Treasurer

Date: 8/11/03

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**