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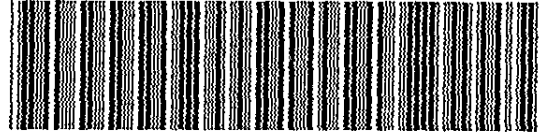
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TALLAHASSEE, FLORIDA

mu 9/22

LAW OFFICES OF
LESLIE L. FLOREZ
OCEAN BANK BUILDING - SUITE 350
782 NW LE JEUNE ROAD
MIAMI, FLORIDA 33126

TELEPHONE: (305) 448-8838

FACSIMILE: (305) 448-2788

September 15, 2003

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32301

RE: REAL ESTATE GROUP OF SOUTH FLORIDA, INC.

To whom it may concern:

Enclosed please find the articles and the fees on the above corporation.

Once the corporation is registered, please forward same to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,



Leslie L. Florez

LLF;kf

**ARTICLES OF INCORPORATION
OF
REAL ESTATE GROUP OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **REAL ESTATE GROUP OF SOUTH FLORIDA, INC.** The address of the Corporation shall be 13924 SW 8th Terrace, Miami, Florida 33184.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, where ever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other

government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for

charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of one hundred (100) shares at no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.

ARTICLE V

The address of the initial registered office and the name of the initial resident agent of this Corporation shall be:

Patricia Maria Pozas
13924 SW 8th Terrace
Miami, Florida 33184

ARTICLE VI

The initial Board of Director shall consist of a total of two (2) individuals/entities, and the name(s) and address(es) of this individual/entity who will serve as initial director(s) is/are:

WILLIAM A. SERRADET
11325 NW 55 Lane
Miami, Florida 33178

PATRICIA MARIA POZAS
13924 SW 8th Terrace
Miami, Florida 33184

The name(s) and address(es) of the incorporator(s) executing this Articles of Incorporation is/are:

WILLIAM A. SERRADET
11325 NW 55 Lane
Miami, Florida 33178

PATRICIA MARIA POZAS
13924 SW 8th Terrace
Miami, Florida 33184

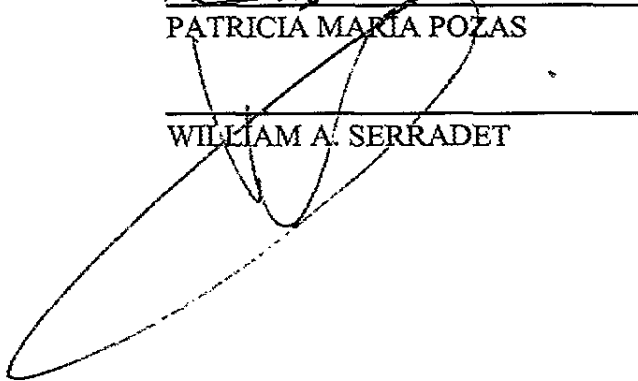
The name(s) of the officers of the Corporation is/are as follows:

PATRICIA MARIA POZAS.....President, Secretary and Treasurer

WILLIAM A. SERRADET.....Vice-president

IN WITNESS WHEREFORE, the undersigned incorporator(s) signed this document on this 16th day of September, 2003.



PATRICIA MARIA POZAS

WILLIAM A. SERRADET

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICIA MARIA POZAS AND WILLIAM A. SERRADET personally known to me, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

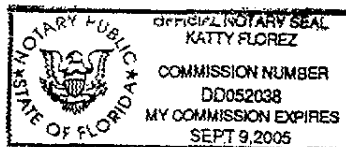
IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of September, 2003.

Personally known x or produced identification _____
Type of Identification Produced _____



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE EFFECTIVE

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted:

REAL ESTATE GROUP OF SOUTH FLORIDA, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business in the City of Miami, County of Dade, State of Florida, has named:

PATRICIA MARIA POZAS, as its agent to accept service of process within the State of Florida,
with the registered as:

13924 SW 8th TERRACE
MIAMI, FLORIDA 33184

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: SEPTEMBER 16, 2003.


PATRICIA MARIA POZAS
REGISTERED AGENT

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TALLAHASSEE, FLORIDA