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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*

October 17, 2003

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

RE: JORGE BACALLAO, PA

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

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ARTICLES OF INCORPORATION
OF
JORGE BACALLAO, PA

The subscriber to these Articles of Incorporation is a natural person over the age of 18 years, duly licensed by the State of Florida to conduct the practice of Real Estate Profession, who presents these Articles for the formation of a corporation under The Professional Service Corporation Act and other applicable laws of the State of Florida.

ARTICLE I.

NAME

The name of the Corporation is JORGE BACALLAO, PA.

ARTICLE II.

PURPOSE AND POWERS

The purpose for which this Corporation is formed is to carry on and conduct the practice of Real Estate Profession under the Laws of the State of Florida through individuals authorized by that law to render such services as individual.

1. To invest the funds of the Corporation in real estate, mortgages, banks, or any other type of investment, and to own real and personal property.

2. To do anything necessary and proper for the accomplishment of the purposes or exercise of the powers of the Corporation necessary or incidental to the protection and benefit

of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to this accomplishment of the purposes or exercise of the powers of the Corporation.

3. To collect real estate brokerage fees resulting from sale(s) of real property and personal property.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice the real estate profession in the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE V - INITIAL REGISTERED

OFFICIAL AND AGENT

The street address of the initial registered office of this Corporation is **8211 Dominica Place, Wellington, Florida 33414** and the name of the initial registered agent of this corporation at that address is **JORGE BACALLAO.**

ARTICLE VI - INITIAL BOARD OF

DIRECTOR

This Corporation shall have one (1) director(s) initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than 1. The name(s) and address(es) of the initial director(s) of this Corporation is/are:

Jorge Bacallao

8211 Dominica Place

Wellington, FL 33414

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE VIII

DIRECTOR

The business of the Corporation shall be managed by its Board of Director(s). The number of directors constituting the entire board shall not be fewer than 1 and subject to such minimum may be increased from time to time by amendment to the bylaws of the Corporation in a manner not prohibited by law.

ARTICLE IX

RESTRAINT ON ALIENATION OF SHARES

1. The shareholder(s) of the Corporation shall have the power to include in the bylaws, adopted by a two-thirds majority of the stockholder(s) of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholder(s) or in the event of the death of any of its shareholder(s).

2. The manner and form, as well as the relevant terms, conditions, and details of any regulation or restriction shall be determined by the shareholder(s) of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

3. No shareholder(s) of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder(s) of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholder's meeting specially called for such purpose.

4. If any shareholder shall become legally disqualified to practice the real estate profession in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such

professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws of the Corporation at the time of such act.

5. The shareholder(s) of the Corporation shall have pre-emptive rights. No share shall be transferred to any person or legal entity not a shareholder of the Corporation without the shareholder(s) and the Corporation having an opportunity to purchase the shares intended to be transferred.

ARTICLE X

SUBSCRIBER

The name(s) and address(es) of the person(s) signing the Articles of Incorporation as a subscriber, who is duly licensed to practice the real estate profession in the State of Florida, is:

Jorge Bacallao
8211 Dominica Place
Wellington, FL 33414

IN WITNESS WHEREOF, we have signed and acknowledged these Articles of Incorporation this 7th day of Oct. ~~July~~, 2003.

Jorge Luis Bacallao Jr.

JORGE BACALLAO

STATE OF FLORIDA)
SS
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared JORGE BACALLAO, who, being duly sworn, acknowledged before me that they signed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

Dated this 7 day of ~~July~~ Oct., 2003.

NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:

Yvette Gort
Commission # DD093802
Expires Feb. 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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:

JORGE BACALLAO, PA
8211 DOMINICA PLACE
WELLINGTON, FL 33414

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 Miami-Dade, State of Florida, has named:

JORGE BACALLAO, as its agent to accept service of process within the State of Florida, with the registered as:

JORGE BACALLAO, PA
8211 DOMINICA PLACE
WELLINGTON, FL 33414

****

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: October 7, 2003

JORGE BACALLAO
REGISTERED AGENT

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