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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 25, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

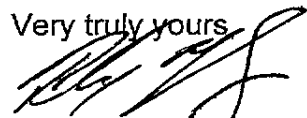
Re: Articles of Incorporation for the following corporation:
Real Estate Wholesale Group, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation for Real Estate Wholesale Group, Inc. Please file the same and return a certified copy for the corporation in the self-addressed stamped envelope enclosed. I have attached Check # 1108 in the amount of \$78.75 made payable to the Secretary of State for the required filing fees, registered agent designation and certified copy.

If you have any questions or comments, please do not hesitate to contact the undersigned. Thank you for your prompt attention to this matter.

Very truly yours



FELIX I. MENDEZ, JR.
4626 S.W. 10TH STREET
MIAMI, FLORIDA 33134
TEL: (786) 547-0419

Enclosures

C:\WP8\FELIX\03-25-04.LETTER TO THE SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REAL ESTATE WHOLESALE GROUP, INC.

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE ONE

The name of the corporation shall be **REAL ESTATE WHOLESALE GROUP, INC.**

ARTICLE TWO

The Corporation shall have perpetual existence, unless sooner terminated according to law.
The corporate existence shall commence immediately.

ARTICLE THREE

The general purposes for which the corporation is organized are:

- a) To purchase and sell real estate; and
- b) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is one thousand (1,000) shares, with a par value of \$.01 per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE FIVE

The name and street address of the initial registered agent and the registered office of the corporation are as follows:

**FELIX I. MENDEZ, JR.
4626 S.W. 10TH STREET
MIAMI, FLORIDA 33134**

This is also the mailing address of the corporation.

The corporation shall have the privilege of opening branch offices at an other place within or without the State of Florida, and the Board of Directors may from time to time move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

ARTICLE SIX

The initial Board of Directors of the corporation shall consist of one member who shall serve until his successors are elected and qualified at the first annual meeting of stockholders. The name and address of the initial Board of Directors is as follows:

**FELIX I. MENDEZ, JR.
4626 S.W. 10TH STREET
MIAMI, FLORIDA 33134**

The Board of Directors consisting of not less than one (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLE SEVEN

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

**FELIX I. MENDEZ, JR., PRESIDENT
4626 S.W. 10TH STREET
MIAMI, FLORIDA 33134**

**JUAN CARLOS ALBELO, SECRETARY
422 ROSARO AVENUE
CORAL GABLES, FLORIDA 33146**

**JAVIER L. REGALADO, TREASURER
1970 S.W. 33RD COURT
MIAMI, FLORIDA 33145**

ARTICLE EIGHT

The corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLE NINE

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE TEN

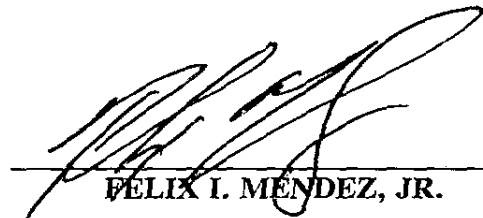
The name and address of the incorporator is as follows:

**FELIX I. MENDEZ, JR.
4626 S.W. 10TH STREET
MIAMI, FLORIDA 33134**

ARTICLE ELEVEN

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

IN WITNESSED WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, on the 29 day of March, 2004, and does hereby certify that the facts and matters herein above set forth are true and correct to the best of his knowledge and belief.


FELIX I. MENDEZ, JR.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, **FELIX I. MENDEZ, JR.**, to me well known to be the person described in and who subscribed these Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 29th day of March, 2004.

☒ Personally known to me

☐ Produced _____
as identification



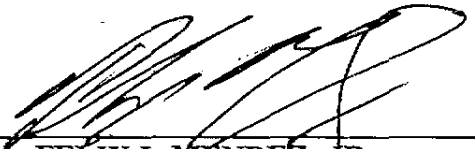
Rosa Parrilla
Notary Public
ROSA PARRILLA
Printed Notary Signature

My commission expires:

June 3, 2008

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for **REAL ESTATE WHOLESALE GROUP, INC.**, at the place designated in the Articles of Incorporation herein above set forth, 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 the duties of a Registered Agent.


FELIX I. MENDEZ, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA