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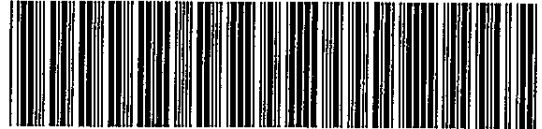
(Business Entity Name)

(Document Number)

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LAW OFFICES OF KEITH A. SELDIN
PROFESSIONAL ASSOCIATION

KEITH A. SELDIN *

*Florida Supreme Court
Certified Civil Mediator

MAPLEWOOD PROFESSIONAL CENTER
1934 COMMERCE LANE, SUITE 2
JUPITER, FLORIDA 33458

E-MAIL: kseldin@bellsouth.net

Phone (561) 747-3000
Fax (561) 747-3040

March 9, 2004

Florida Department of State
DIVISION OF CORPORATIONS
409 E. Gains Street
Tallahassee, Florida 32399

Re: **ALL AMERICAN REALTY OF FLORIDA, INC.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Kindly file the enclosed and return a conformed and certified copy to the undersigned at the above address indicated. Also enclosed herein is a check in the amount of \$122.50, representing payment of your filing fees.

Thank you for kind consideration of the above and enclosed.

Sincerely,



Keith A. Seldin

KAS/fc
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 30, 2004

KEITH A. SELDIN
1934 COMMERCE LANE
SUITE 2
JUPITER, FL 33458

SUBJECT: ALL AMERICAN REALTY OF FLORIDA, INC
Ref. Number: W04000012403

We have received your document for ALL AMERICAN REALTY OF FLORIDA, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 204A00020770

**ARTICLES OF INCORPORATION
OF
ALL AMERICAN REALTY OF SOUTH FLORIDA, INC.,**

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04 APR 12 PM 3:15
TALLAHASSEE, FL

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I

NAME

The name of this corporation shall be:
ALL AMERICAN REALTY OF SOUTH FLORIDA, INC.

The address of the corporation is: 1934 Commerce Lane, Suite 2, Jupiter, FL 33458

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows:

A. The practice of real estate related services for assistance in the buying and selling of real estate properties and other realty related services and all related fields and any other activity or business permitted under the Laws of the United States and the State of Florida.

B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional and related services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement, or any other type of agreement, vesting another person with the authority to exercise the voting power of any or all of his stock.

C. To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges, or franchise, or for any other lawful purposes of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness, payable at a specified time or times or on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful object; except that this provision or other provisions hereby shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act.

D. To acquire all or any part of the goodwill, rights, property and service of any person, or professional service corporation or association heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation, provided that such stocks or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render professional and related services in the State of Florida; to hold, utilize or in any manner, dispose of all or any part of the rights and property so acquired and to assume in connection therewith, any

liabilities of any personal professional service corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired.

E. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may be hereafter conferred upon professional service corporations by the Laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share which shall be designated "Common Shares." This corporation is not authorized to issue preferred shares.

ARTICLE V

PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends

The holders of record of the Common Shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Section 4. Sale and Transfer of Shares

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting especially called for such purpose, by the holders of a majority of the outstanding stock. At such stockholders' meeting, the shares of stock held by the shareholders proposing to sell or transfer their shares may not be voted or counted toward such approval. The Board of Directors of this corporation may adopt any additional by-laws restraining alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in the manner that would impair the capital of the corporation.

Section 5. Disqualification or Death of Shareholder

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering professional and related services to the public and who becomes legally disqualified to render such services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law,

places restrictions or limitations upon his continuing rendering such professional and related services, to sever all employment with, and financial interest in, this corporation forthwith; and upon the death of a stockholder, the deceased shareholder's stock shall be purchased by the corporation under the terms and conditions to be agreed on by and between the corporation and the shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL ADDRESS

The street address of the initial registered office of this corporation is 1934 Commerce Lane, Suite 2, Jupiter, FL 33458, and the name of the initial registered agent of this corporation at that address is KEITH A. SELDIN, ESQ.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

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

J.D. DeBOSKEY
206 Ridge Road
Jupiter, Florida 33477

ARTICLE VIII

INCORPORATOR

The name and address of the individual signing these Articles is:

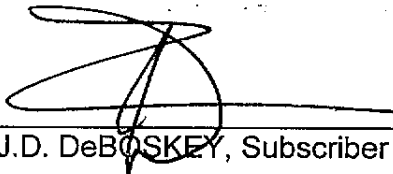
J.D. DeBOSKEY
206 Ridge Road
Jupiter, Florida 33477

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The power to adopt, alter, amend or repeal the Articles of Incorporation and By-Laws shall be vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8TH day of April, 2004.



J.D. DeBOSKEY, Subscriber

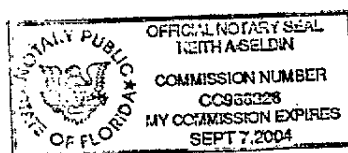
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of April, 2004,
by J.D. DeBOSKEY, who is personally known to me or has produced a Florida Driver's
License as identification and who did take an oath.



Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.09, Florida Statutes, the following is submitted:

FIRST: That **ALL AMERICAN REALTY OF SOUTH FLORIDA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at The Town of Jupiter, State of Florida, has named **KEITH A. SELDIN, ESQ.**, located at: 1934 Commerce Lane, Suite 2, Jupiter, Florida 33458, as its agent to accept service of process within Florida.

Signature: _____

Corporate Officer

Title: President

Date: April 8th, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

KEITH A. SELDIN, ESQ.

Title: Resident Agent

Date: April 8th, 2004

FILED
04 APR 12 PM 3:15
NOTARY STATE
TALLAHASSEE, FLORIDA