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245 North Coconut Lane, Miami Beach, FL 33139

Via: Overnight U.S. Mail

_Attorneys At Law__

April 6, 2004

Department of State Division of Corporations P.O. Box 6327 Tallahassee FL 32314

Re: Interactive International Realty, Inc.

Ladies and Gentlement:

Enclosed is one original and 2 copies of the Articles of Incorporation for Interactive International Realty, Inc. Please provide a certified copy of the same. Also enclosed is the filing fee of \$87.50.

Thank you.

Very truly yours,

Jewold A. Wish, Esq.

Phone: 305-538-1731

Fax: 305-538-6902

viwish@bellsouth.net

ARTICLES OF INCORPORATION OF INTERACTIVE INTERNATIONAL REALTY, INC.

In compliance with the requirements of the laws of the State of Florida ans Chapter 607, F.S., and for the purpose of forming a corporation for profit, the undersigned does hereby adopt the following Articles of Incorporation:

- 1. <u>Name of Corporation</u>. The name of the corporation is INTERACTIVE INTERNATIONAL REALTY, INC. ("Corporation").
- 2. <u>Principal Office</u>. The principal place of busines and mailing address of Corporation is 6530 Miami Lakeway South, Miami Lakes, FL 33014.
- 3. Registered Office Registered Agent. The street address of the Registered Office of Corporation is 245 N. Coconut Lane, Miami Beach, Florida 33139. The name of the Registered Agent of Corporation is:

JERROLD A. WISH, P.A.

- 4. <u>Purpose of Corporation</u>. Corporation is formed to engage in the business of a real estste brokergae company, and to engage in any lawfull busines of real estate brokers and agents, and other activities incidental thereto.
- 5. Powers of Corporation. Corporation shall have all the powers provided for a corporation under law.
- 6. Stock. The capital stock authorized shall be 1,000 shares, such shares shall be of a single class and shall have a par value of \$0.01 per share.
- 7. <u>Board of Directors</u>. The affairs of Corporation shall be managed by a Board of not less than one nor more than three members. The initial number of directors shall be two. Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME ADDRESS

Jacqueline Villamayor Jerrold A. Wish

6530 Miami Lakeway South, Miami Lakes, FL 33014. 245 N. Coconut Lane, Miami Beach, FL 33139

8. Incorporator. The name and address of the Incorporator of this corporation is:

Jacqueline Villamayor, 6530 Miami Lakeway South, Miami Lakes, FL 33014.

9. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:

Jerrold A. Wish
245 N. Coconut Lane
Miami Beach, Florida 33016

Vice President/
Secretary/Treasurer

Jacqueline Villamayor
6530 Miami Lakeway South
Miami Lakes, FL 33014

10. <u>Indemnification of Officers and Directors</u>. Corporation shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Corporation, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles of Incorporation as of this 2nd. day of April, 2004.

cqueling Villamayor Succorporator

STATE OF FLORIDA

) SS.:

COUNTY OF MIAMI-DADE

)

The foregoing instrument was acknowledged before me this 2nd. day of April 2004 by Jacqueline Villamayor who is personally known to me.

My commission expires:

My commission expires:

NOTARY PUBLIC, State of Florida at Large
Print name:

COMMISSION NO. DD156356

NY COMMISSION EXP. NOV. 17,2006

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 2nd. day of April, 2004.

JERROLD A. WISH, P.A.

By:

Jerrold A. Wish., as President