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CLERK OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

real estate investors solutions association ("reisa")

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 28, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: REAL ESTATE INVESTORS SOLUTIONS ASSOCIATION ("REISA"), INC.
REF: WD4000035740

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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Claretha Golden
Document Specialist
New Filings Section

FAX Aud. #: HD4000192958
Letter Number: 004A00056618

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Articles of Incorporation

of

Real Estate Investors Solutions Association, Inc.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607.0202, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation shall be:

Real Estate Investors Solutions Association, Inc.

Such name being in conformity with Chapter 607.0401, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

8004 N.W. 154th Street, No. 372, Miami Lakes, Florida 33016

The mailing address of this corporation shall be:

8004 N.W. 154th Street, No. 372, Miami Lakes, Florida 33016

Document Prepared By: Arnold Rockford, Esq., P.A., 8004 N.W. 154th Street, No. 372,
Miami Lakes, Florida 33016, Fla. Bar # 982695

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ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000) shares of no par value voting common stock.

All such shares are of one class and are shares of Common Stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Arnold Rockford, Esq.
8004 N.W. 154th Street, No. 372
Miami Lakes, Florida 33016
(305) 231-5260

This agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Arnold Rockford, Esq.
8004 N.W. 154th Street, No. 372
Miami Lakes, Florida 33016

ARTICLE VI - PURPOSES

This corporation is organized for any and all lawful businesses purposes permitted under its Articles of Incorporation and for which a corporation may be incorporated under the Florida

Real Estate Investors Solutions Association ("REISA"), Inc.

Business Corporation Act, Chapter 607, Florida Statutes.

The corporation may also do and transact any and all business as permitted under the laws of the State of Florida and the United States of America. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own businesses, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein-above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**ARTICLE VII - SHAREHOLDERS' PREEMPTIVE RIGHTS
TO NEW ISSUES OF SHARES**

Each share of stock of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the corporation or any equity and/or voting shares of stock of any class of the corporation that the corporation proposes to issue or any rights or options that the corporation proposes to grant for the purchase of shares of stock of the same class of the corporation or of equity and/or voting shares of any class of stock of the corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the corporation that are convertible into or exchangeable for, or that carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the corporation or equity and/or voting shares of stock of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock that confer unlimited dividend rights and shares of stock that confer unlimited voting rights in the election of one or more directors.

ARTICLE VIII - TRANSFER OF SHARES

The corporation shall restrict the transfer or registration of transfer of shares against any shareholder or a transferee of any shareholder and the restriction's existence duly noted conspicuously on the front or back of the certificate, as authorized by Chapter 607.0627, Florida Statutes. The secretary of the corporation shall endorse the following legend on each share certificate prior to its delivery to a shareholder:

"The shares of stock evidenced by this certificate may not be transferred, pledged, gifted, assigned, or encumbered except in accordance with the terms of the Articles of Incorporation of Real Property Investors Association, Inc., a copy of which is on deposit with the President of the corporation."

No shareholder shall transfer, pledge, assign, gift, or encumber all or any part of her shareholdings in the corporation except as provided in this Article. This restriction on the transfer or registration of transfer of shares shall be to maintain the corporation's status because it is dependent on the number or identity of its shareholders, including but not limited to preserving exemptions under the Internal Revenue Service laws as well as the close management relation between the founders of the corporation proper to protect the corporation against outside control, in accordance with Chapter 607.0627, Florida Statutes.

Wherein a shareholder ceases to actively and earnestly participate in and dutifully support, work, and promote the Corporation's objectives and growth, said shareholder will, in the sole discretion of the otherwise compliant shareholder(s) therein, deemed to have relinquished their share(s) to the Corporation without any need for notice, personal service, or process whatever.

ARTICLE IX - POWER TO INSURE SHAREHOLDERS FOR CORPORATE BENEFIT

The corporation shall have the power to provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

To insure or partially insure its obligation under this Article to purchase from the estate of a deceased shareholder the shares owned by such shareholder prior to the shareholder's death, the corporation shall purchase, and shall continue in force by timely payment of premiums, the policies of insurance covering the lives of each of the shareholders it's Board of Directors so deems adequate to insure. In the event any shareholder ceases to be a shareholder of the corporation or reduces her holding of the shares of the corporation, by voluntary transfer or otherwise, the corporation shall, as

Real Estate Investors Solutions Association ("REISA"), Inc.

appropriate, terminate or procure a proportionate reduction in the face amount of insurance outstanding on the life of such shareholder, and in the event any shareholder increases her holding of the shares of the corporation, the corporation shall procure and maintain additional insurance on the life of such shareholder proportionate to the increase in the holdings of such shareholder.

In the event that a shareholder offers for sale shares whether to the corporation or another shareholder under the terms of this Article, the price of such shares shall be fixed as herein follows. The shares shall be sold/purchased at their book value determined by the net equity of the company at the time. Then an additional fifteen percent (15%) shall be paid above the previously described value determined. This shall apply only after the corporation has been in existence for more than three (3) year and the shareholder has maintained their ownership in the shares and otherwise in accordance with all Articles herein for the same period. This percentage shall increase to twenty percent (20%) after five years providing that all the previous conditions described in this paragraph are observed or exist. This paragraph's terms are of no validity in the event of a complete liquidation.

ARTICLE X - ARTICLES BINDING ON SHAREHOLDERS

In the event that the corporation sell, transfer, or otherwise dispose of any of the shares of the corporation, including any shares repurchased by it pursuant to the agreement in these Articles of Incorporation, to any person or entity, said then shareholder(s) shall be automatically bound, by same authority of these ARTICLES herein, by all applicable parts of these Articles of Incorporation.

ARTICLE XI - DURATION OF CORPORATION

This corporation shall have perpetual duration unless dissolved according to law.

ARTICLE XII - ORGANIZATION EXPENSE


The initial shareholders (those obtaining shares up to one year after the incorporation of this company) shall each advance the required funds, in equal shares, to pay for all expenses and legal fees incurred in organizing this corporation, including legal fees for the preparation of the Articles of Incorporation. The corporation will reimburse the shareholders for these expenses immediately after the corporation comes into existence.

Real Estate Investors Solutions Association ("REISA"), Inc.

ARTICLE XIII - ARTICLES BINDING ON THIRD PERSONS

All provisions in these Articles of Incorporation are binding as a contract between the shareholders and the corporation, their heirs, legal representatives, successors, and assigns.


IN WITNESS HEREOF, I have executed these Articles of Incorporation, XIII in total, for **Real Property Investors Solutions Association, Inc.**, in Miami-Lakes, Miami-Dade County, Florida on this 27th day of September, 2004.



Arnold Rockford, Esq.
8004 N.W. 154th Street, No. 372
Miami Lakes, Florida 33016

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

The undersigned, having been named to accept service of process for **Real Property Investors Solutions Association, Inc.** at the place designated in Article IV hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



Arnold Rockford, Esq.
8004 N.W. 154th Street, No. 372
Miami Lakes, Florida 33016

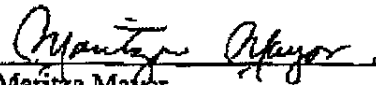
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Miami-Dade, to take acknowledgments, personally appeared, Arnold Rockford, Esq. who is personally known to me as identification, and who executed the foregoing Articles of Incorporation and the Acceptance of Registered Agent Appointment, and who acknowledged before me by oath that he executed these Articles of Incorporation.

TOTAL P.09

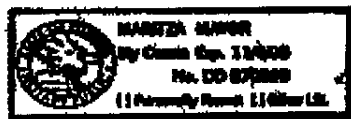
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Real Estate Investors Solutions Association ("REISA"), Inc.

SWORN AND SUBSCRIBED before me this 27th day of September, 2004. WITNESS my hand and official seal in the County and State above-named this 27th day of September, 2004.


Maritza Mayor
Notary Public, State of Florida

My Commission expires:



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