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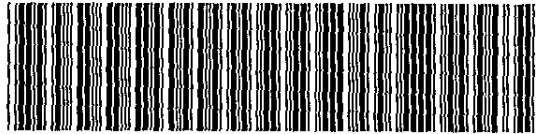
(Business Entity Name)

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John M. Lawrence, Jr.

Attorney at Law

P. O. Box 941477
Maitland, FL 32794
(407) 617-8208

June 8, 2005

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

Subject: Professional School of Real Estate Corp.

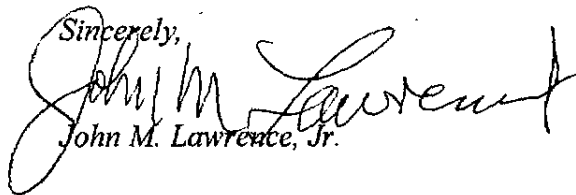
Gentlemen:

*Enclosed are an original and one (1) copy of the articles of incorporation
and a check for \$78.75 for the filing fee, and Certified Copy.*

Please return the certificate and certified copy to:

*Mr. John M. Lawrence, Jr.
P. O. Box 941477
Maitland, FL 32794*

If you have any questions, please contact me.

Sincerely,

John M. Lawrence, Jr.

ARTICLES OF INCORPORATION

OF

PROFESSIONAL SCHOOL OF REAL ESTATE CORP.

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is PROFESSIONAL SCHOOL OF REAL ESTATE CORP. and its principal place of business shall be located at 931 S. Semoran, Suite 200, Winter Park, FL 32792.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for this purpose of transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new shares of stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 931 S. Semoran, Suite 200, Winter Park, FL 32792 and the name of the initial registered agent of this corporation at that address is Luis A. Cancel.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) director, who shall serve until her successor shall be elected at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors.

The number of directors may either be increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

| Name | Address |
|----------------|--|
| Luis A. Cancel | 931 S. Semoran, Suite 200 Winter Park, FL 32792 |

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

| Name | Address |
|---------------------------|--|
| President: Luis A. Cancel | 931 S. Semoran, Suite 200 Winter Park, FL 32792 |
| Secretary: Luis A. Cancel | 931 S. Semoran, Suite 200 Winter Park, FL 32792 |
| Treasurer: Luis A. Cancel | 931 S. Semoran, Suite 200 Winter Park, FL 32792 |

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Luis A. Cancel
931 S. Semoran, Suite 200, Winter Park, FL 32792 .

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director , to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or to any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his or her duties as an officer or director as provided in Section 607.0831, Florida Statutes (1991) as amended.

ARTICLE XI - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, or any amendment thereto, and any right conferred on the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of June, 2005.


Luis A. Cancel
Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:
That PROFESSIONAL SCHOOL OF REAL ESTATE CORP. desiring to organize or qualify under the laws of the State of Florida, has named Luis A. Cancel, 931 S. Semoran, Suite 200, Winter Park, FL 32792 as its agent to accept service of process within Florida.

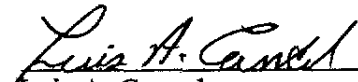
Dated June 7, 2005

PROFESSIONAL SCHOOL OF REAL ESTATE CORP.
by 
Luis A. Cancel, President

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated June 7, 2005


Luis A. Cancel
Registered Agent

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