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FRED R. BAISDEN (1903 - 1971)
BARON DE HIRSCH MEYER (1899 - 1974)
LEO ROSE, JR. (1917 - 1998)
CATCHINGS THERREL (1890 - 1971)
MILTON WEISS (1913 - 1980)

BOCA RATON OFFICE
2385 EXECUTIVE CENTER DRIVE
SUITE 190
BOCA RATON, FLORIDA 33431

November 7, 2006

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: One Real Estate Investment, Inc. and One Real Estate Investment Holdings, Ltd.
File No.: 205366

Gentlemen:

Enclosed herein are original Articles of Incorporation for the captioned corporation and original Certificate of Limited Partnership document for the captioned Limited Partnership. We enclose checks to cover the following costs:

Filing Fee for a Corporation	\$35.00
Registered Agent Designation	35.00
Certificate of Status	<u>8.75</u>
Total for a Corporation	\$78.75

Filing Fee for Limited Partnership (minimum)	\$965.00
Registered Agent Designation	35.00
Certified Copy under Seal	<u>52.50</u>
Total for Limited Partnership	<u>\$1,052.50</u>

Please return the certified copy and certificate of status with your recording date acknowledging the filing of the documents to the undersigned.

PLEASE BE SURE TO FILE THE CORPORATION PRIOR TO FILING THE LIMITED PARTNERSHIP.

With kindest regards,

Very truly yours,

THERREL BAISDEN, P.A.

By;


Mark M. Hasner

MMH:ag

Encl.

cc: Jeronimo Hirschfeld

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THERREL BAISDEN, P.A.

ARTICLES OF INCORPORATION
OF
ONE REAL ESTATE INVESTMENT, INC.

FILED
2006 NOV -8 P 2:33
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI
FLORIDA

ARTICLE I
Name

The name of the corporation is ONE REAL ESTATE INVESTMENT, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 3rd day of November, 2006.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock.

ARTICLE V

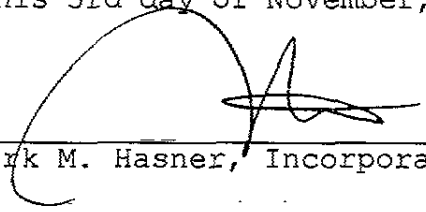
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office is 1110 Brickell Avenue Suite 412, Miami, Florida 33131 and address of the registered office of this corporation is: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Mark M. Hasner, Esq.

ARTICLE VI
Incorporator

The name and address of the person signing these Articles is:
Mark M. Hasner, Esq., Therrel Baisden, P.A., SunTrust International
Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131 .

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation on this 3rd day of November, 2006.



Mark M. Hasner, Incorporator

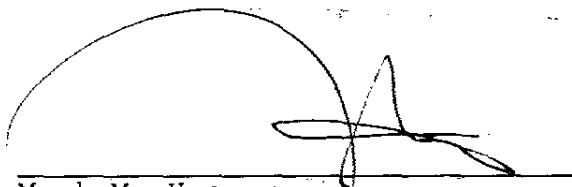
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

ONE REAL ESTATE INVESTMENT, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **ONE REAL ESTATE INVESTMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131, has named Mark M. Hasner, Esq., located at SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Mark M. Hasner

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FILED
2006 NOV -8 P 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA