

P95000033504

LAW OFFICES OF FRANK R. S. FABRE
717 Ponce de Leon Boulevard
Suite 234
Coral Gables, Florida 33134

Telephone (305) 446-3266

April 21, 1995

Florida State Department
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: All State Realty Group, Inc.

900001465049
-04/26/95--01041--002
****122.50 ****122.50

Dear Sirs:

Enclosed herewith are two executed originals of proposed Articles of Incorporation of above-referenced corporation, together with our check for \$122.50, payable to the Secretary of State in payment of fees.

Please send the certified original to the attention of the undersigned.

Thank you for your attention to this matter.

Very truly yours,

Maria Elena Fabre
Maria Elena Fabre
Secretary to Frank R. S. Fabre

/mef
Enclosures

File
4-1

FILED
95 APR 25 10 09 AM
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL STATE REALTY GROUP, INC.

FILED
95 APR 25 11 5 AM
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ALL STATE REALTY GROUP, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

717 Ponce de Leon Blvd., Suite 234
Coral Gables, Florida 33134

The initial resident agent of this corporation is:

Frank R. S. Fabre
717 Ponce de Leon Blvd., #234
Coral Gables, Florida 33134

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial director is as follows:

Sandra Fernandez
5860 S.W. 45 Terrace
Miami, Florida 33155

Director

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATION

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

Frank R. S. Fabre

717 Ponce de Leon Blvd., #234
Coral Gables, Fl 33134

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

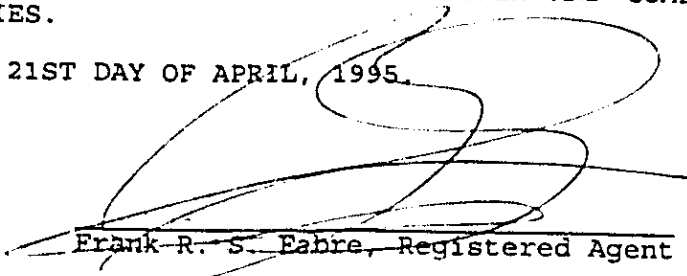
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of April, 1995.


FRANK R. S. FABRE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 21ST DAY OF APRIL, 1995.

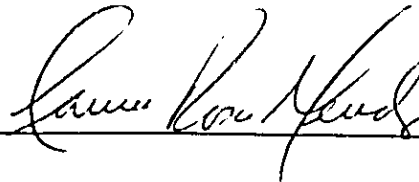

Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of April, 1995, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of ALL STATE REALTY GROUP, INC., who is personally known to me and did take an oath.



CARMEN ROSA MENDEZ
My Commission CC436867
Expires Mar 10 1999
Bonded by HAI
800-422 1555



FILED
95 APR 25 PM 9 16
TALLAHASSEE, FLORIDA