



INTERNATIONAL  
STANDARDS  
GROUP,  
LIMITED

P95000061085

August 3, 1995

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001554163  
-08/07/95--01049--005  
\*\*\*122.50 \*\*\*122.50

Re: New Homes Network Realty, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced, together with a check made payable to your order in the amount of \$122.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
<b>TOTAL</b>	<b><u>\$122.50</u></b>

Should you require any additional information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

*Sydney J. Monda*  
Sydney J. Monda

Enclosures

MRL/95-13012

FILED  
95 AUG - 7 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NEW HOMES NETWORK REALTY, INC.

FILED  
95 AUG -7 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: New Homes Network Realty, Inc., and its principal office shall be located at 3200 North Military Trail, Suite 300, Boca Raton, Florida 33431.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Francesco Morello  
3200 North Military Trail, Suite 300  
Boca Raton, Florida 33431

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two Directors initially.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

Francesco Morello  
3200 North Military Trail, Suite 300  
Boca Raton, Florida 33431

Loretta A. Murphy  
3200 North Military Trail, Suite 210  
Boca Raton, Florida 33431

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their

successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII

##### INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Francesco Morello, and his address is 3300 North Military Trail, Suite 300, Boca Raton, Florida 33431.

#### ARTICLE IX

##### INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida

Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

#### ARTICLE X

##### AFFILIATED TRANSACTIONS

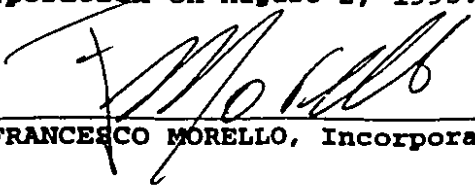
This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

#### ARTICLE XI

##### CONTROL SHARE ACQUISITIONS


This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on August 2, 1995.

  
FRANCESCO MORELLO, Incorporator

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on August 2, 1995, by Francesco Morello, as Incorporator. Mr. Morello is personally known to me and did take an oath.

  
Notary Public  
My Commission Expires:

(SEAL)

SYDNEY MONDA  
Notary Public, State of Florida  
My Comm. Expires Apr. 22, 1998  
No. CC 359676  
Bonded and Official Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

**FILED**

95 AUG -7 AM 8:24

NEW HOMES NETWORK REALTY, INC., a Corporation existing under the laws of the State of Florida with its principal office at 3200 North Military Trail, Suite 300, Boca Raton, Florida 33431, has named Francesco Morello, whose address is 3200 North Military Trail, Suite 300, Boca Raton, Florida 33431, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
FRANCESCO MORELLO

P95000061085



October 24, 1996

VIA FEDERAL EXPRESS

900001987649--0  
-10/28/96--01074--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: New Homes Network Realty, Inc.  
Document No. P95000061085

Dear Sir/Madam:

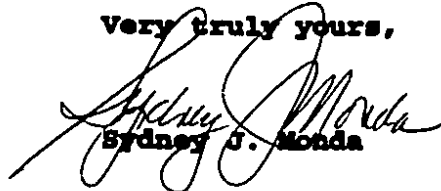
Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced, together with a check made payable to your order in the amount of \$87.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
<b>TOTAL</b>	<b>\$ 87.50</b>

Should you require any additional information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

  
Sydney J. Monda

Enclosures

FILED  
96 NOV -6 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WAL-23254

NOL/96-13066





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

November 1, 1996

Sydney J. Monda  
Membership Realty  
3200 N. Military Trail, 3rd Floor  
Boca Raton, FL 33431

**SUBJECT: NEW HOMES NETWORK REALTY, INC.**  
Ref. Number: P95000061085

We have received your document for NEW HOMES NETWORK REALTY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name listed in the paragraph above Article I is not consistent with the corporate name you are amending. Please correct the amendment so that the name is consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 196A00050384





November 5, 1996

Mr. Steven Harris  
Corporate Specialist  
Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

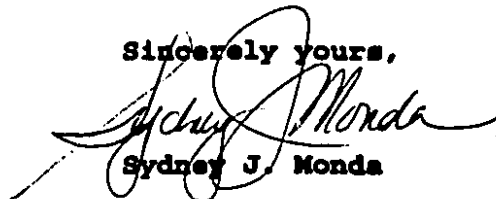
Re: New Homes Network Realty, Inc.  
Letter Number - 196A00050384  
Document No. P95000061085

Dear Mr. Harris:

Pursuant to your correspondence of November 1, 1996, a copy of which is enclosed, we have made the correction to the Articles of Amendment to the Articles of Incorporation for the above-captioned and are forwarding the original and one copy for filing.

Thank you for your assistance and prompt attention to this matter.

Sincerely yours,



Sydney J. Monda

Enclosures

NOL/96-13065

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
NEW HOMES NETWORK REALTY, INC.

FILED  
96 NOV -6 PM 3:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The Articles of Incorporation of New Homes Network Realty, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article I is deleted in its entirety and substituted by the following:

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: MEMBERSHIP REALTY INTERNATIONAL CORP.

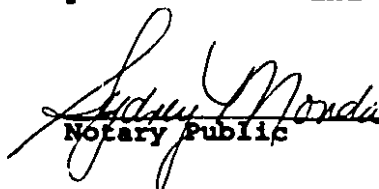
The foregoing was adopted by the written consent of all the directors and the sole shareholder of the Corporation on October 15, 1996, pursuant to Sections 607.134 and 607.394, Florida Statutes.

Dated as of November 5, 1996.

  
Loretta A. Murphy, Secretary

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 5th day of November, 1996 by Loretta A. Murphy, Secretary of New Homes Network Realty, Inc., a Florida corporation, on behalf of the Corporation. She is personally known to me and did take an oath.

  
Notary Public

SYDNEY MONDA  
Notary Public, State of Florida  
My Comm. Expires Apr. 22, 1998  
No. CC 354476  
Bonded Ten Thousand Dollars