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FLORIDA DIVISION OF CORPORATIONS
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(((H96000001152)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CONTINENTAL STAMP & SEAL
8744 SW 133 STREET

MIAMI, FL 33176-5929000

CONTACT: JENNIFER BRNSCH
PHONE: (305) 232-2226
FAX: (305) 238-6422

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DOCUMENT TYPE: FLORIDA CORPORATION OR P.A.

NAME: HOMES INTERNATIONAL REALTY, INC.

FAX AUDIT NUMBER: H96000001152

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01-24-96

TIME REQUESTED: 1:50 P.M.

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 3

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96 JAN 24 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 JAN 24 PM 3:33

RECEIVED

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RECEIVED
JUL 24 1961
CONTINENTAL STAMP & SEAL

Articles of Incorporation
of
HOMES INTERNATIONAL REALTY, INC.

I, the undersigned subscriber to these articles of incorporation, person competent to contract, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

SECTION 1.01 NAME:

The name of the incorporation is:
HOMES INTERNATIONAL REALTY, INC.

SECTION 2.01 CAPITAL STOCK AND INITIAL CAPITAL:

The maximum number of shares of stocks that this corporation is authorized to have outstanding at any one time is one hundred shares of five dollars par value each, no pre-emptive rights, non-assessable. The initial capital for which this corporation will begin business shall not be less than five hundred dollars.

SECTION 3.01 TERM OF EXISTENCE AND ADDRESS:

This corporation shall have perpetual existence and its corporate existence shall commence at the time of filing the Articles of Incorporation. The post office address of this corporation in the State of Florida shall be:

20711 N.W. 2 Avenue Miami, Florida 33169

The Board of Directors may move the principal office to any address within the State of Florida.

SECTION 4.01 NAME OF DIRECTOR AND SUBSCRIBER:

The Board of Directors of this corporation shall consist of not less than one member, initially, but may be increased from time to time, never less than one director. The name and address of the initial Board of Director for the first year of the corporation existence is:

Juan F Mosley 6016 S.W. 34 St, Miramar, Fl 33023

SECTION 5.01 NATURE OF BUSINESS:

This corporation shall engage in activity of business permitted under the laws of the United States and the State of Florida.

SECTION 6.01 RESIDENT AGENT AND ACKNOWLEDGEMENT:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: That HOMES INTERNATIONAL REALTY, INC. desiring to organize under the laws of the State of Florida with its principal office, as

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JENNIFER BENSCH
CONTINENTAL STAMP & SEAL
8744 S.W. 133 STREET
MIAMI, FL 33176-5929

H97000001152

we have indicated in the Articles of Incorporation at City of Miami, State of Florida, has named JUAN F MOSLEY located at 6016 SW 34 ST, Miramar, County of Broward, State of Florida as it agent to accept service of process within this State.

ACKNOWLEDGEMENT:

I, JUAN F MOSLEY, having been named to accept service of process for the above state corporation, at place designated in this certificate, hereby accept such nomination, agree to act in the aforesaid capacity, and agree to comply with the provision of said ACT relative to keeping open said office.

ACCEPTED BY: Juan F Mosley
JUAN F MOSLEY

In witness whereof, the subscriber has herunto set hand and seal this 12th day JANUARY, 1996.

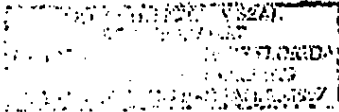
Juan F Mosley
JUAN F MOSLEY
State of Florida
County of Broward

I, hereby certify that on this day before me, a Notary Public duly authorized in the State and County above named, to take acknowledgement, personally appeared JUAN F MOSLEY, to me well known to be the person described in the foregoing Articles of Incorporation of HOMES INTERNATIONAL REALTY, INC. who acknowledged to me that he executed the same freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal, at Miami, Broward County, Florida, this 12th day of JANUARY, 1996.

Regina Lloret
Regina Lloret
Notary Public, State of Florida

My commission expires:



95 JUN 24 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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** INVALID SELECTION... PLEASE RE-ENTER **
3/29/96

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FAB-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-302-
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

((H96000004574))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: HOMES INTERNATIONAL REALTY, INC.
FAX AUDIT NUMBER: H96000004574
DATE REQUESTED: 03/29/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$35.00

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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND (CR):

96 MAR 29 PM 3:51
STATE OF FLORIDA

*C. O. Garcia ✓
Linda*

FILED
96 MAR 29 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000004574

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
96 MAR 29 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOMES INTERNATIONAL REALTY, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE I: THE NAME OF THE CORPORATION SHALL BE:
THE FLORIDA REAL ESTATE EXCHANGE & INVESTMENTS, INC.

THE PRINCIPLE PLACE OF BUSINESS SHALL BE:
3600 SO. STATE ROAD #7 MIRAMAR, FL 33023

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by: Franjo Accounting Inc.
P.O. Box 971577
Miami, FL 33197
(305) 255-2511

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THIRD: The date of each amendment's adoption: MARCH 29, 1996

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of MARCH, 1996

Signature: Juan Mosley
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JUAN MOSLEY

Typed or printed name

PRESIDENT/DIRECTOR

Title