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DUBOSAR & DAVIDSON

PROFESSIONAL ASSOCIATION

2286 GLADES ROAD

SUITE 300 EAST

BOCA RATON, FLORIDA 33431

HOLLY DAVIDSON
HOWARD D. DUBOSAR
L. NACHIEL EISENSTEIN
BETH A. HONOWITZ

Of Counsel:

LAWRENCE D. JURAN, P.A.
MICHAEL W. SIMON, P.A.

TELEPHONE: (407) 994-0070
FACSIMILE: (407) 994-8898

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*****78.75 *****78.75

February 15, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: REAL ESTATE DEPOT, INC.

Dear Sir/Madam:

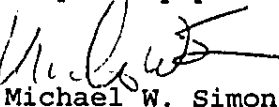
Enclosed are the following documents regarding the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes:

- a. An original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent/Office; and
- b. A check in the amount of \$78.75 representing the filing fees for the Articles of Incorporation, Certificate of Designation of Registered Agent/Office and Certificate of Status.

Please return the Certificate of Status and a file stamped copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you in advance for your cooperation and assistance in this matter. If you have any questions, please contact me.

Very truly yours,


Michael W. Simon

MWS:rt
Enclosures

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cf 2/21/96

**ARTICLES OF INCORPORATION
FOR
REAL ESTATE DEPOT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 AM 9:44

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:
REAL ESTATE DEPOT, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Apartment B1
701 NW 13th Street
Boca Raton, Florida 33486

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

100 Shares Of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Alan Klasfeld
Apartment B1
701 NW 13th Street
Boca Raton, Florida 33486

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Alan Klasfeld
Apartment B1
701 NW 13th Street
Boca Raton, Florida 33486

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial member of the Board of Directors is:

Alan Klasfeld
Apartment B1
701 NW 13th Street
Boca Raton, Florida 33486

ARTICLE VIII. OFFICERS

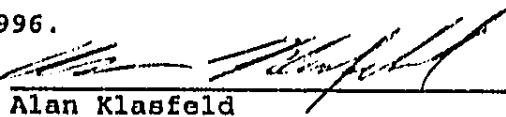
This corporation shall have one (1) officer, initially. The name and address of the initial officer is:

Alan Klasfeld
Apartment B1
701 NW 13th Street
Boca Raton, Florida 33486

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

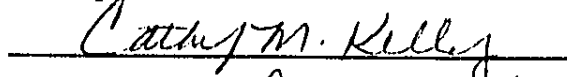
The undersigned has executed these Articles of Incorporation this 15th day of February, 1996.


Alan Klasfeld

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

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and the County aforesaid to administer oaths and take acknowledgements, personally appeared Alan Klasfeld to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. Personally known to me ✓ or produced as identification _____.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of February, 1996.


Printed name: Cathy M. Kelly

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 AM 9:44

Pursuant to the provisions of the Florida Statutes, the corporation, **Real Estate Depot, Inc.**, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Alan Klasfeld
Apartment B1
701 NW 13th Street
Boca Raton, Florida 33486

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 accept the appointment as registered agent and 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: February 15, 1996.


Alan Klasfeld