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Ron T. Mackail & Associates, P.A.
Accountants

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March 30, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Charter Department

000001706470
-04/02/96--01075--014
****122.50 ****122.50

RE: CLASSIC REAL ESTATE SERVICES, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for **CLASSIC REAL ESTATE SERVICES, INC.** Please certify the copy and return to the undersigned in the enclosed, self-addressed stamped envelope. Also, enclosed is a check in the amount of \$122.50, to cover the filing fee, designation of Registered Agent, and Certified Copy.

Please contact our office, at the above number, if you need additional information.

Respectfully yours,

Ron Mackail

Ron T. Mackail, Accountant

RTM/jms

Enclosures

DMC 4/8/96

FILED
96 APR -1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLASSIC REAL ESTATE SERVICES, INC.

FILED
96 APR -1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the Florida Statute 607, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of this corporation shall be: CLASSIC REAL ESTATE SERVICES, INC.

ARTICLE TWO

The purpose for which this corporation is formed is to engage in real estate financing and consulting. In addition to the above mentioned purpose, the corporation shall have the power to engage in any other business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 100 shares of common stock with \$1.00 par value. The consideration to be paid for each share of stock shall be \$1.00 in money, property or services, or as fixed by the Board of Directors. The proceeds of the stock subscribed for shall be the amount necessary to begin the business of the corporation at the time the stock certificates are issued and the corporation otherwise activated.

ARTICLE FOUR

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of this corporation is located at:

**1030 U.S. Highway One #102
North Palm Beach, FL 33408**

The Board of Directors shall have the power to establish branch offices and places of business of this corporation at any place in the State of Florida, or any other state, territory or district of the United States, or in any foreign country, as they deem necessary for the best interest of the corporation. Pursuant to Florida Statutes, the following person is designated as the Registered Agent to accept service of process on behalf of the corporation:

BRUCE BATES

The following address is designated as the registered office for this corporation:

**1030 U.S. Highway One #102
North Palm Beach, FL 33408**

ARTICLE SEVEN

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value therefore are as follows:

**BRUCE BATES
100 Shares**

ARTICLE EIGHT

There shall be one Director initially. The name and post office address of the first Officer and Director of the corporation, who shall hold office for the first year of the

corporation's existence or until his/her successors have been elected and qualified are as follows:

President	Bruce Bates
Vice President	Bruce Bates
Treasurer	Bruce Bates
Secretary	Bruce Bates

ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed in Statute and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TEN

All of the subscribers to these Articles of Incorporation are over the age of 18 years, are sui juris and citizens of the United States, Stock certificates issued by this corporation shall be issued unless and until the same are paid for in full with cash, or its equivalent. Stock certificates shall not be valid unless signed and issued by the President and attested by the Secretary, who shall affix the corporate seal thereon.

ARTICLE ELEVEN

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation and this corporation shall have all of the rights and powers that are expressly stated under Florida Statutes and laws.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 26 day
of March, 1996.

Bruce Bates
Subscriber

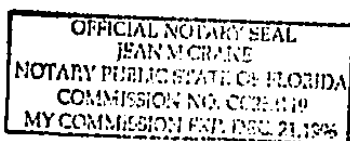
Bruce Bates
Registered Agent - Bruce Bates

"I hereby am familiar with and accept
the duties and responsibilities as
registered agent for said
corporation."

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

On this day personally appeared before me, the undersigned officer duly authorized in
the State and County aforesaid to take acknowledgements that, BRUCE BATES, to me well
known, and known to me, to be the person described in and who executed the foregoing Articles
of Incorporation and he acknowledges before me that he executed the same for the purpose
therein expressed.

WITNESS my hand and official seal this 26 day of March, 1996.



Jean M. Crane
Jean M. Crane, Notary Public
Commission Number:
My Commission Expires:

(seal)