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FROM: EMPIRE CORPORATE KIT COMPANY
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PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ULTRA PRO REALTY & INVESTMENTS, INC.

AUDIT NUMBER.....H96000012371

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

ULTRA PRO REALTY & INVESTMENTS, INC.

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The Undersigned Subscribers to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation is ULTRA PRO REALTY & INVESTMENTS, INC.

ARTICLE II

DURATION AND BEGINNING OF THE CORPORATE EXISTENCE

The corporation shall Exist Perpetually unless sooner dissolved according to law. The corporate existence shall commence on the date the Articles of Incorporation are filed of record.

ARTICLE III

NATURE OF BUSINESS

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

These Articles were prepared by WILLIE BARNETT
CERTIFIED PUBLIC ACCOUNTANT
6142 MIRAMAR PARKWAY, SUITE C
MIRAMAR, FLORIDA 33023
PHONE NO. (954) 964-8293

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EMPIRE CORPORATE KIT

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have one class of outstanding stock, Designated as Common Stock. The Maximum number of shares of Capital Stock this corporation is Authorized to have outstanding at any time is TEN THOUSAND (10,000) SHARES of common stock, having a par value of Five Cent (\$.05) Per Share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The principal office and the Corporation's registered office in the State of Florida is 3600 S. STATE ROAD 7 Suite No. 208, Miramar Fl., 33023, County of Broward, and the registered Agent at such address is Ms. Sandra Johnson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three Initial Board of Directors. The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws of the corporation. The name and address of the Initial Board of Directors is:

Sandra Johnson
3600 S. State Rd 7
Suite No. 208
Miramar, Florida 33023

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ARTICLE VII

INCORPORATOR

The Name and Address of the Incorporators of these Articles of Incorporation is Sandra Johnson, 3600 S. State Road No. 7, Miramar, Florida 33023.

ARTICLE VIII

BY LAWS

The Power to Adopt, Alter, Amend or Repeal the By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The corporation shall Indemnify, to the Full Extent permitted by law, the Incorporator, any Officer, Director, Employee or Agent of the corporation, or any person who at the request of the corporation is or was serving as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture Trust or Other Enterprise.

ARTICLE X

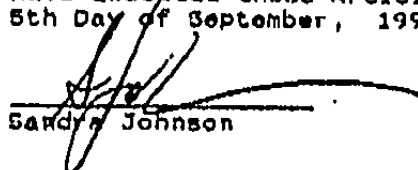
AMENDMENT

This corporation reserves the right to Amend or Repeal any prior provisions contained in these Articles of Incorporation or any Amendment thereto.

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IN WITNESS WHEREOF, the undersigned Incorporators
have Executed these Articles of Incorporation this
5th Day of September, 1996.


Sandra Johnson

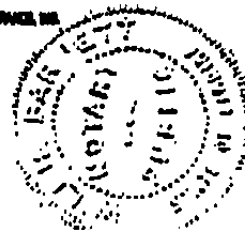
BEFORE ME, the undersigned Notary Public of the State of
Florida personally appeared Ms. Sandra Johnson to me well
known and known to me to be the individual described in
and who executed the foregoing Articles of Incorporation,
and acknowledged before me that he executed the same freely
and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 5th Day of September,
1996.


NOTARY PUBLIC, STATE OF FLORIDA



WILLIAM BARNETT
MY COMMISSION & EXPIRES
May 16, 1997
COUNTY OF HAVANA, FLORIDA



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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ULTRA PRO REALTY & INVESTMENTS, INC. hereby accept such designation and is familiar with and accept the obligations, duties, and responsibilities as provided in the applicable Florida Statutes.



Sandra Johnson
Registered Agent

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