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CORPORATE CREATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.

ACCT#: 072100000245

CONTACT: FRANK A RODRIGUEZ

FAX #: (904)694-1639

PHONE: (561)694-8107

NAME: DOB HERMANOS REAL ESTATE SALES & INVESTMENTS

AUDIT NUMBER.....H96000012730

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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EFFECTIVE DATE

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**Articles of Incorporation
of
Dos Hermanos Real Estate Sales & Investments Inc.**

Article I. Name

The name of this Florida corporation is:
Dos Hermanos Real Estate Sales & Investments Inc.

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CORPORATE CREATIONS
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Dos Hermanos Real Estate Sales & Investments Inc.
1450 Madruga Avenue, Suite 405
Coral Gables FL 33146

EFFECTIVE DATE
9-11-96

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 894-8107

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VI. Incorporator

The name and address of the incorporator is:

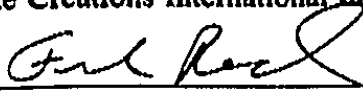
Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 11, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 12, 1996

Corporate Creations International Inc.

By: 

Frank A. Rodriguez President

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE****CORPORATION:****Dos Hermanos Real Estate Sales & Investments Inc.****REGISTERED AGENT:****Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

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CORPORATE CREATIONS
ENTERPRISES, INC.

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree provisions of all statutes relating to the proper and complete performance of thee to comply with the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: September 12, 1996

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**Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(561) 694-8107**

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS ENTERPRISES, INC.
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)694-8107

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: DOB MEMORANDOS REAL ESTATE SALES & INVESTMENTS

AUDIT NUMBER.....H96000013959

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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*Corporations ✓
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TALLAHASSEE, FLORIDA

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**Articles of Amendment
to the Articles of Incorporation of
Dos Hermanos Real Estate Sales & Investments Inc.**

Article I. Name

The name of this Florida corporation is Dos Hermanos Real Estate Sales & Investments Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed to MRM Group Inc. and the mailing address of the Corporation is changed to:

MRM Group Inc.
1450 Madruga Avenue, Suite 308
Coral Gables, FL 33146

Article III. Date Amendment Adopted

Each amendment set forth in these Articles of Amendment was adopted on October 4, 1996.

Article IV. Amendment by Incorporator

Each amendment set forth in these Articles of Amendment was adopted by the incorporator without shareholder action, and shareholder action was not required because initial directors were not named in the Articles of Incorporation, and the incorporator has not yet held an organizational meeting to elect a Board of Directors who shall complete the organization of the Corporation.

An authorized representative of the incorporator has executed these Articles of Amendment on October 4, 1996.

Corporate Creations International Inc.

By: Frank A. Rodriguez
Frank A. Rodriguez, President

Corporate Creations International Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418
(561) 694-8107

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