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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FORTUNE REAL ESTATE MANAGEMENT CORPORATION

AUDIT NUMBER.....H96000012979

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

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September 17, 1996

EMPIRE

SUBJECT: FORTUNE REAL ESTATE MANAGEMENT CORPORATION
REF: W96000019584

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Dana Calloway
Document Specialist

FAX Aud. #: H96000012979
Letter Number: 096A00043104

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**ARTICLES OF INCORPORATION
OF
FORTUNE REAL ESTATE MANAGEMENT CORPORATION**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

FORTUNE REAL ESTATE MANAGEMENT CORPORATION

ARTICLE II

ADDRESS

The address of the principal office of this corporation shall be 7 NW 2ND STREET, SUITE 218, MIAMI, FLORIDA 33128 and the mailing address of the corporation shall be the same.

ARTICLE III.

NATURE OF BUSINESS

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

Articles Prepared by:
The Henrique Group, P.A.
7 NW 2ND STREET, # 218
MIAMI, FL 33128
Tel: 305.375.0075
FEN 957940
Gennivienne Henriquez

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ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII.

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial member of the Board of Directors is:

MORRIS LARMOND
7090 N MARKS AVE., SUITE 104
FRESNO, CA 93711

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ARTICLE VIII.**OFFICERS**

The name and address of the sole officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

PRESIDENT: MORRIS LARMOND
7090 N. MARKS AVE., SUITE 104
FRESNO, CA 93711

ARTICLE IX.**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation in the State of Florida is: 7 NW 2ND STREET, SUITE 218, Miami, FL 33128 and the name of its initial registered agent at such address shall be GENNIVIEVE HENRIQUES.

ARTICLE X**BY-LAWS**

The power to adopt, alter, amend, repeal, rescind or adopt new By-Laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision of requirement for the corporation, provided the same is not inconsistent with the Articles of Incorporation or contrary to the laws of this State or of the United States.

ARTICLE XII**AMENDMENTS**

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The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon shareholders, Officers and Directors are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify and advance expenses to (to the fullest extent authorized or permitted by law) to any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an officer or Director of the corporation or is or was serving at the request of the corporation as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made a party to any action, suit or proceeding by reason of the facts stated above.

ARTICLE XIV

INCORPORATORS

The name and address of the incorporator is MORRIS LARMOND, 7090 N. MARKS AVENUE, SUITE 104, FRESNO, CA, 93711.

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IN WITNESS WHEREOF, the undersigned has hereunto set
his hand and seal on this 15 day of SEPTEMBER,
1996.

MORRIS LARMOND
MORRIS LARMOND

State of Florida)
) ss
County of Dade)

Before me personally appeared MORRIS LARMOND who
produced _____ as identification, and who
executed the foregoing Articles of Incorporation, and
acknowledged to and before me, that they executed said
instrument for the purpose therein expressed.

Witness my hand and official seal, this 15 day of
SEPTEMBER, 1996, in the aforesaid County and State.



GENNIVIEVE HENRIQUES
My Commission CC411863
Expires Dec. 08, 1998
Bonded by HAI
800-422-1868

[Signature]
Notary Public

My Commission expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to the provisions of F.S. 607.0501, the
undersigned corporation, organized under the laws of the
State of Florida, submits the following statement in
designating the registered office/registered agent in the
State of Florida:

That FORTUNE REAL ESTATE MANAGEMENT
CORPORATION, desiring to qualify under
the laws of the State of Florida, with
its principal place of business 7 NW 2ND
STREET, SUITE 218, Miami, Florida 33128,
has appointed GENNIVIEVE HENRIQUES, as

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its Registered Agent to accept service
of process within the State of Florida.

ACCEPTANCE

Having been named as registered agent and designated to
accept service of process for the above named corporation, I
heraby accept the appointment as registered agent and agree
to act in this capacity.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and 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 this 17 day of SEPTEMBER, 1996



GENNIVIEVE HENRIQUEZ
My Commission 00411858
Expires Oct. 09, 1998
Bonded by HAI
000422-1446


GENNIVIEVE HENRIQUEZ

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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