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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: JAMES J. SMITH & ASSOCIATES REAL ESTATE, LTD

AUDIT NUMBER.....H96000013773

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

JAMES J. SMITH & ASSOCIATES REAL ESTATE, LTD., INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes hereby adopts the following articles of incorporation.

ARTICLE ONE
CORPORATE NAME

The name of the corporation shall be:

JAMES J. SMITH & ASSOCIATES REAL ESTATE, LTD., INC.

The principal office is:

750 N. OCEAN BLVD. #901
POMPANO BEACH, FLORIDA 33062

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7500 shares, all of which shall be common shares with a \$1.00 par value.

Prepared by:

A.C. Carbone
1001 W. Cypress Creek Road #403
Fort Lauderdale, Florida 33309
(954) 351-0005

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ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 750 N. OCEAN BLVD. #901, POMPANO BEACH, FLORIDA 33062 and the name of the initial registered agent as such address is:

JAMES J. SMITH

ARTICLE SIX
BOARD OF DIRECTORS

The number of members of the board of directors may be changed from time to time as provided in the by-laws of the corporation as adopted by the stockholders; but, in no event, shall the board of directors consist of less than one (1) member(s) at any time.

ARTICLE SEVEN
INITIAL DIRECTORS

The initial board of directors shall consist of (2) two member(s) who shall hold office until the first annual meeting of the corporation and whose name and address is follows:

JAMES J. SMITH
750 N. OCEAN BLVD. #901
POMPANO BEACH, FLORIDA 33062

ARTICLE EIGHT
INCORPORATOR

The name and address of each incorporator executing these articles of incorporation is as follows:

JAMES J. SMITH
750 N. OCEAN BLVD. #901
POMPANO BEACH, FLORIDA 33062

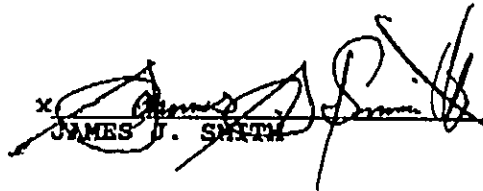
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ARTICLE NINE
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the charter number is assigned to the corporation by the Secretary of State of Florida.

In witness whereof, I have subscribed my name as incorporator of the corporation this twenty seventh day of September 1996.

x 
JAMES J. SMITH

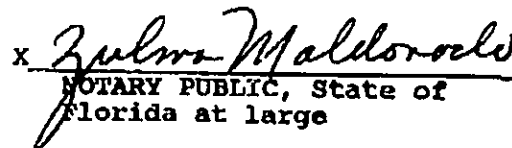
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Be it remembered that on this day before me, a notary public duly authorized in the state and county named above to take acknowledgements, personally appeared to be the person described as incorporator in the foregoing articles of incorporation, and she acknowledged before me that she executed said articles of incorporation.

Witness my hand and official seal at Ft. Lauderdale, Florida
This twenty seventh day of September 1996.

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
ZULMA MALDONADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC236882
MY COMMISSION EXP. OCT. 27, 1996

x 
NOTARY PUBLIC, State of
Florida at large

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**CERTIFICATE OF DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates James J. Smith as its registered agent to accept service to process within this State.

By: 

James J. Smith

The undersigned hereby accepts the foregoing designation as registered agent for service of process within the State of Florida and agrees to comply with the provisions of the law applicable to said designation.

By: 

James J. Smith

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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