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TEMPLE EMMET WILLIAMS FILE

555 SOUTH FEDERAL HIGHWAY, SUITE #200 06 OCT 28 PM 2:05

BOCA RATON, FLORIDA 33432

561-347-3427

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 25, 1996

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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RE: THE REAL ESTATE MARKETING CORPORATION OF AMERICA
Articles of Incorporation

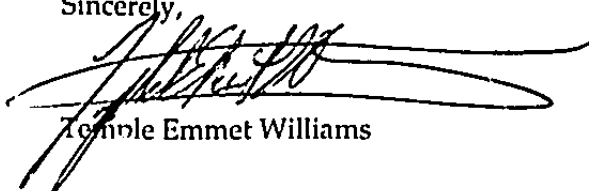
Dear Sir/Madam:

I am enclosing herewith an original and one copy of the Articles of Incorporation for THE REAL ESTATE MARKETING CORPORATION OF AMERICA together with a check in the amount of \$122.50 to cover the following fees and charges:

Filing Fee	\$35.00
Certified Copy of the Articles	52.50
Filing of Registered Agent	<u>35.00</u>
Total	\$122.50

Your cooperation in processing these Articles of Incorporation is appreciated.

Sincerely,


Temple Emmet Williams

OK
10/30/96

Articles Of Incorporation of

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The Real Estate Marketing Corporation of America STATE
TALLAHASSEE, FLORIDA

Article I - NAME

The name of this corporation is THE REAL ESTATE MARKETING CORPORATION OF AMERICA.

Article II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

Article III - PURPOSE

This Corporation is organized for the purpose of conducting any and all lawful business permitted in the State of Florida.

Article IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

Article V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 555 S. Federal Highway, Suite #200, Boca Raton, Florida 33432. The name of the initial registered agent of this corporation at that address is Carl Steinberg.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) initial Directors. The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1) director. The name and address of the initial directors of this corporation are:

Carl Steinberg
5751 Camino Del Sol, Unit 302
Boca Raton, FL 33433

Temple Emmet Williams
3755 Mykonos Court
Boca Raton, FL 33487

Article VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Carl Steinberg
5751 Camino Del Sol, Unit 302
Boca Raton, FL 33433

Article VIII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 555 S. Federal Highway, Suite 200, Boca Raton, FL 33432 and the mailing address of the corporation shall be 5751 Camino Del Sol, Unit 302, Boca Raton, FL 33433.

Article IX - RESTRICTIONS OF TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

Article X - BYLAWS

The power to adopt, amend, alter, rescind or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - POWERS

This Corporation shall have all of the Corporate powers enumerated in the Florida Corporation Act.

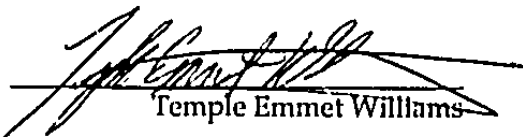
Article XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

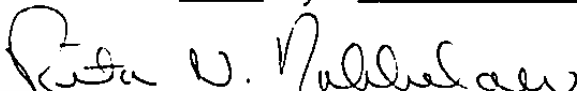
Article XII - AMENDMENT

This Corporation reserves the right to amend, rescind or repeal any provisions contained in the Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

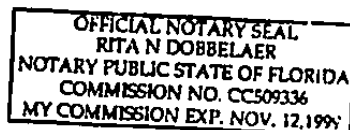
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of October, 1996.


Temple Emmet Williams

SWORN AND SUBSCRIBED
before me this 25th day of Oct, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE
NAMING AGENT ON WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Statute:

The Real Estate Marketing Corporation of America, desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named CARL STEINBERG located at 555 South Federal Highway, Suite #200 Boca Raton, Florida as its agent to accept service of process within the State of Florida.

Having been named as registered Agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendment thereto, and to comply with the provisions of said Act relative to keeping open this office.



CARL STEINBERG
Registered Agent
555 South Federal Highway, Suite #200
Boca Raton, Florida 33432
561-347-2620