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((H96000016426 4))

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: U.S. - REAL CORP.
AUDIT NUMBER.....H96000016426
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
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** ENTER 'M' FOR MENU. **

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NUM Connect: 00:06:c

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95 NOV 21 PM 12:47
DEPT. OF CORPORATE
AFFAIRS FLORIDA

Handwritten signature and date: 8/16/95



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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: U.S. REAL CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT: 141 N.E. 3RD AVE. 900
MIAMI FL 33132

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

141 N.E. 3RD AVE. 900 MIAMI FL 33132

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

SERGIO WILLIAN LAGE ALVARENGA.

PREPARED BY:
ELYANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N. E. 3rd AVE. 9TH FLOOR
MIAMI, FL. 33132 (305)373 6211

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EMPIRE CORPORATE KIT

P.10/23



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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCEEDS MAY BE SERVED**

WITNESSETH:

THAT U.S. REAL CORPORATION DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS
PRINCIPAL OFFICE IN THE COUNTY OF STATE OF FLORIDA
HAS APPOINTED;

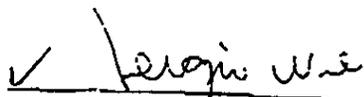
SERGIO WILLIAN LAGE ALVARENGA
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF: U.S. REAL CORP

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES,

THIS 20th DAY OF NOVEMBER, 1996.



Registered Agent
SERGIO WILLIAN LAGE ALVARENGA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

SERGIO WILLIAN LAGE ALVARENGA

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

SERGIO WILLIAN LAGE ALVARENGA

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96 NOV 21 PM 12:40
RECORDED & INDEXED
NEW JERSEY STATE
TREASURER'S OFFICE

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DAY OF OF 1996.

Incorporator

SERGIO WILLIAN LAGE ALVARENGA

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SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, SERGIO WILLIAN LAGE ALVARENGA, OF FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI FL -- AS MY ATTORNEY-IN-FACT.

SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION, THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS DAY OF , 1996.

[Handwritten signature]

STATE OF FLORIDA
COUNTY OF DADE

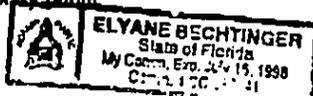
On 11 / 20 / 96 before me, ELYANE BECHTINGER personally, appeared:

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature *[Handwritten signature]*
Notary public

(Seal)



Attant Known Produced ID
Type of ID

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