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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
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NAME: REI CAPITAL CORPORATION

AUDIT NUMBER.....H97000000490

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

CERT. OF STATUS..0

PAGES..... 4

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FA#: H97-490

**ARTICLES OF INCORPORATION OF  
REI CAPITAL CORPORATION**

**ARTICLE I  
NAME**

The name of the Corporation is REI CAPITAL CORPORATION.

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 3250 Mary Street, Suite 306, Miami, Florida 33133.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Keith J. Blum, Esq.  
GEIGER, KASDIN, HELLER, KUPERSTEIN,  
CHAMBERS & WEIL, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Facsimile: (305) 372-0052  
Florida Bar Number: 879185

FA#: H97-490

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REI-CAP-ARTICLE I

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REI-CAP-ARTICLE II

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 3250 Mary Street, Suite 306, Miami, Florida 33133, and the name of the initial Registered Agent of this Corporation at that address is PAUL C. STEINFURTH.

**ARTICLE VII**  
**INCORPORATOR**

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

Name

Address

PAUL C. STEINFURTH

3250 Mary Street, Suite 306  
Miami, Florida 33133

**ARTICLE VIII**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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**ARTICLE X  
OFFICERS**

The following shall be the sole officer of the Corporation:

President/Secretary/Treasurer - PAUL C. STEINFURTH

**ARTICLE XI  
DIRECTORS**

The following shall be the sole director of the Corporation:

PAUL C. STEINFURTH

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of JANUARY, 1997.

  
\_\_\_\_\_  
PAUL C. STEINFURTH

PA#: H97-490

PA#: H97-490

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

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT REI CAPITAL CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED PAUL C. STEINFURTH, LOCATED AT  
3250 MARY STREET, SUITE 306, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS REGISTERED  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
PAUL C. STEINFURTH

\_\_\_\_\_  
INCORPORATOR  
TITLE

01/09/97  
\_\_\_\_\_  
DATE

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
PAUL C. STEINFURTH

PA#: H97-490

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ESTIMATED CORP. RECORD FEE

TOTAL P.05