

John Schwartz

P97000028581

(307) 931-2886

Fax: (307) 931-2933

MEMBER: FLORIDA AND CALIFORNIA BAR

Attorney at Law

March 24, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

400002124424--5

-03/26/97--01033--010

****122.50 ****122.50

Re: Oasis Commercial Real Estate, Inc.

Gentleman:

Enclosed please find the original and copy of the Articles of Incorporation of Oasis Commercial Real Estate, Inc., together with my check in the amount \$122.50 covering the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Thank you for your attention to this matter.

Very truly yours,

John Schwartz

EFFECTIVE DATE
3/24/97

FILED
97 MAR 26 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3/28/97

EFFECTIVE DATE
3.24.97

Articles of Incorporation
for
OASIS COMMERCIAL REAL ESTATE, INC.

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAR 26 PM 4:19

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of the corporation is OASIS COMMERCIAL REAL ESTATE, INC..
2. Principal Office/Mailing Address. The street address of the initial principal office is 214 E. Oak St., Kissimmee, Osceola County, Florida.
3. Shares. The number of shares the corporation is authorized to issue is 100,004 shares.
4. Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
5. Initial Registered Office and Agent. The name and street address of the initial registered agent and office of this corporation is:
Silvia Benavides
214 E. Oak St.
Kissimmee, Florida
6. Incorporators The names and addresses of each Incorporators are:

Name	Address
Silvia Benavides	214 E. Oak St. Kissimmee, Florida
Nathan Soto	214 E. Oak St. Kissimmee, Florida
Ray C. Parsons	220 E. Monument Ave., Ste B Kissimmee, Fl 34741

7. The names and addresses of the initial directors are:

Name	Address
Silvia Benavides	214 E. Oak St. Kissimmee, Florida
Nathan Soto	214 E. Oak St. Kissimmee, Florida
Ray C. Parsons	220 E. Monument Ave., Ste B Kissimmee, Fl 34741

8. Purpose. The purpose of this corporation is management of commercial real estate and sales of commercial property.

9. Par value. The par value for the authorized shares or classes of shares is: \$00.01 per share.

10. Personal liability. The shareholders of the corporation shall have personal liability for the debts of the corporation as follows:

11. Effective Date. The effective date of these Articles of Incorporation is March 24, 1997.

12. Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

13. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

14. Management of Corporation by 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 direction of, the shareholders of this corporation.

15. Director Quorum and Voting. Only fifty one percent (51%) of the directors shall constitute a quorum for a meeting of the

15. Director Quorum and Voting. Only fifty one percent (51%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty one percent (51%) of the directors present and voting, shall be the act of the Board of Directors.

16. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

17. Restriction on Authority to Mortgage or Pledge Assets. The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred percent (100%) of the shares of the corporation entitled to vote thereon and not otherwise.

18. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

19. Amendment of Articles. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a one hundred percent (100%) vote.

20. Shareholder Quorum and Voting. Only Fifty One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

21. Greater Voting Requirements For Shareholders. The affirmative vote of one hundred percent (100%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, sale of assets, dissolution, [etc.]

22. Limitation on Powers of Committees. In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to pledge any portion of the corporation to include but not be limited to its assets, stock certificates, etc., with the written approval of 100% of the stockholders of the corporation.

23. Voting Lists. The officer or agent having charge of the stock transfer books for shares of a corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

24. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of fifty one percent (51%) of the shares then entitled to vote at an election of directors.

25. Information Action of Directors and Shareholders. If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are

filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

Dissolution, Liquidation.

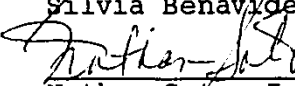
In the event of the dissolution, whether voluntary or involuntary, liquidation, distribution of assets, or winding up of the corporation, the holders of preferred stock shall be paid an amount equal to one hundred percent (100%) of the par value of such Preferred Stock, with the balance of all assets and funds remaining to be distributed to the holders of Common Stock in the manner provided for in the Bylaws of the Corporation.


Noncumulative Dividends.

The holders of shares of Preferred Stock shall at no time be entitled to receive payment of any dividends declared and paid in any prior given year.

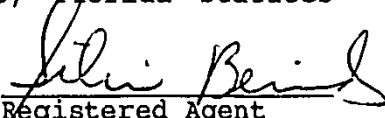
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 24 day of March, 1997


Silvia Benavides, Incorporator


Nathan Soto, Incorporator


Ray C. Parson, Incorporator

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).


Registered Agent
Silvia Benavides