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Benjamin Y. Saxon, P.A.

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BENJAMIN Y. SAXON
RAYMONDA CHAKHTOURA

May 5, 1997

VIA: AIRBORNE EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Real Estate Holding Group, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation for filing along with our check in the amount of \$122.50 for payment of the following:

| | |
|------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered agent | <u>35.00</u> |
| Total | \$122.50 |

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Thank you for your courtesy in this matter.

Very truly yours,

LAW OFFICES OF
BENJAMIN Y. SAXON, P.A.

BENJAMIN Y. SAXON

BYS:lm
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 PM 3:29

RP
5-9-97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA REAL ESTATE HOLDING GROUP, INC. 97 MAY -6 PM 3:29

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ITEM 1 - NAME OF CORPORATION

1.01 NAME.--The name of this corporation shall be FLORIDA REAL ESTATE HOLDING GROUP, INC.

ITEM 2 - GENERAL NATURE OF BUSINESS

2.01 POWERS.--The general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do in the premises as follows:

(1) To purchase, issue, own, hold, sell, draw, accept, and discount bonds, stocks of all kinds, including stock of this corporation, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or courses in action, including the power to exercise all the rights and privileges of owner or owners thereof.

(2) To borrow or raise money for any of the purposes of the corporation in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes, or other obligations of any nature and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof and the interest thereon, by

mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner.

(3) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, to pay for the same in cash or stock or bonds of the corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and conduct in any lawful manner the whole or any part of the business thus acquired.

(4) In general, to carry on or in any way participate in, be interested in, or engage in any business, endeavor, project, or program, and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth or otherwise lawful activities for a corporation as principal, agent, or as a member of a joint venture, whether with an individual or another corporation or otherwise, either alone or in conjunction with others and in any part of the world.

(5) The objects and purposes specified in the foregoing clauses of this item shall, except where otherwise expressed in this item, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other

item of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ITEM 3 - STOCK

3.01 NUMBER.--The maximum number and par value of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock having a par value of \$.01 per share.

ITEM 4 - CAPITAL

4.01 AMOUNT.--Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ITEM 5 - CORPORATE EXISTENCE

5.01 DURATION.--This corporation shall exist perpetually unless dissolved by law.

ITEM 6 - ADDRESS OF CORPORATION

6.01 INITIAL REGISTERED OFFICE AND AGENT.--The street address of the initial registered office of this corporation is 320 North Central Avenue, Oviedo, Florida, 32765, and the name of the initial registered agent of this corporation at that address is Ralph W. Smith.

ITEM 7 - NUMBER OF DIRECTORS

7.01 NUMBER.--The initial number of directors of this corporation shall be four (4).

The number of directors may be increased or diminished from time to time by resolutions adopted by the stockholders but shall never be less than four (4).

ITEM 8 - NAME AND ADDRESS OF BOARD OF DIRECTORS

8.01 DESIGNATION.--The name and post office address of the first Board of Directors of this corporation is as follows:

| | |
|--|---|
| Ralph Smith 320 North Central Ave. Oviedo, Florida 32765 | Cody Smith 320 North Central Ave. Oviedo, Florida 32765 |
| Joe Vince 320 North Central Ave. Oviedo, Florida 32765 | Patrick Maae 320 North Central Ave. Oviedo, Florida 32765 |

ITEM 9 - INCORPORATOR

9.01 DESIGNATION.--The name and address of the person signing these Articles is:

Ralph W. Smith
320 North Central Avenue
Oviedo, Florida 32765

ITEM 10 - VOTING RIGHTS

10.01 VOTING.--Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ITEM 11 - SPECIAL PROVISION

11.01 POWERS OF BOARD OF DIRECTORS.--In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend, and alter the by-laws of this corporation.

(2) To fix the amount to be reserved as working capital

over and above its capital stock paid in.

(3) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the stock book or any of them shall be open to inspection of the stockholders; and no stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

11.02 DISPOSITION OF ASSETS.--Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and authority and assets of this corporation, including its corporate franchises or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the corporation.

11.03 POWERS.--This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statutes.

11.04 CUMULATIVE VOTING.--At each election for directors

every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

11.05 CALLING OF SPECIAL MEETINGS.--Special meetings of shareholders may be called by the Board of Directors.

11.06 APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER.--The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

11.07 MEETING BY CONFERENCE TELEPHONE.--Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

11.08 INDEMNIFICATION.--The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11.09 SELF-DEALING.--No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporations; and any director or directors or officers of such other corporation, and any director or directors,

individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a part or are parties to or interested in such contract, act, or transaction, in any way connected with such person or persons, firm, or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

11.10 MEETING.--Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

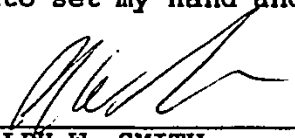
11.11 AMENDMENT.--These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement

manifesting their intention that certain amendment of this Articles of Incorporation be made.

11.12 RESTRICTIVE PROVISION.--The Board of Directors or the stockholders of this corporation may, by the adoption of appropriate resolutions for this corporation, not in contravention of the statutes and other laws and regulations of the State of Florida and the United States of America, authorize whatever restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

I, THE UNDERSIGNED, being the original subscriber to the capital stock heretofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
5 day of May, 1997.



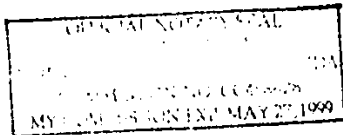
RALPH W. SMITH

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority duly authorized to administer oaths in the State of Florida, personally appeared the following Subscriber: RALPH W. SMITH, personally known to me or has produced _____ as identification and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed the same for purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforesaid this 5th day of May, 1997.



Linda Martinez

Notary Public

By: Linda Martinez

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

First-That FLORIDA REAL ESTATE HOLDING GROUP, INC.,
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at 320 North Central
Avenue, Oviedo, Florida, 32765, has named Ralph W. Smith, located
320 North Central Avenue, Oviedo, Florida, 32765, as its agent to
accept service of process within Florida.

Signature: [Signature]

RALPH W. SMITH
(Corporate Officer)

Title: President

Date: May 5th, 1997

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 this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Signature: [Signature]

RALPH W. SMITH
Registered Agent

Date: May 5th, 1997

FILED
CLERK OF DISTRICT COURT
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