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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: LAND EQUITIES REALTY, INC.
AUDIT NUMBER.....H97000007823
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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97 MAY 13 PM 12:27
SOUTHERN FLORIDA
TALLAHASSEE, FLORIDA

(5) H9700007823

ARTICLES OF INCORPORATION OF LAND EQUITIES REALTY, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

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S E C U R I T Y C O M P A C T
TALLAHASSEE, FLORIDA

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ARTICLE I NAME

The name of this corporation shall be:

LAND EQUITIES REALTY, INC.

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. Real Estate Sales.
- b. To conduct and operate any type of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III CAPITAL STOCK

The capital stock of this corporation shall be 50 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be no less than \$500.00.

This instrument was Prepared By:
MANUEL J. MARL, P.A.
260 BIRD ROAD, #102
CORAL GABLES, FLORIDA 33146
(305) 444-8100 / Fax (305) 444-9922
Florida Bar No. 302680

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ARTICLE V
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 9471 SOUTHWEST 26TH DRIVE, MIAMI, FLORIDA 33165 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than 1 and no more than 5. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII
DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME:	ADDRESS:
RODOLFO G. PADRON	9471 SW 26TH DRIVE MIAMI, FLORIDA 33165

ARTICLE IX
SUBSCRIBERS

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

NAME:	ADDRESS:	SHARES:	CONSIDERATION:
RODOLFO G. PADRON	9471 SW 26TH DRIVE MIAMI, FLORIDA 33165	100%	\$500.00

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ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI
REGISTERED AGENT

The name and address of the initial registered agent of the corporation shall be:

MANUEL J. MARI, ESQ.
250 BIRD ROAD, SUITE 102
CORAL GABLES, FLORIDA 33146

ARTICLE XII
OFFICERS

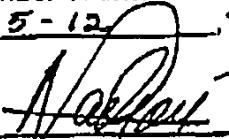
The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

NAME:	ADDRESS:	POSITION:
RODOLFO G. PADRON	9471 SW 26TH DRIVE MIAMI, FLORIDA 33165	PRESIDENT

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IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this 5-12, 1997.


(SEAL)

STATE OF FLORIDA)
)
)SS.
COUNTY OF DADE)
)

BEFORE ME, the undersigned authority, personally appeared RODOLFO PADRON who is/are known to me to be the person(s) described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signer(s) respectively and respectfully, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal this 12 day of May, 1997.


NOTARY PUBLIC
State of Florida at Large
My commission expires:

CONSENT OF RESIDENT AGENT

Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.


MANUEL J. MARI
250 BIRD ROAD, SUITE 102
CORAL GABLES, FLA 33146
PHONE (305) 444-9100
FAX (305) 444-9922

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