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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

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FAX #: (305) 541-3770

NAME: THE GLOBAL REAL ESTATE VILLAGE, INC.
AUDIT NUMBER.....H97000009914
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation shall be: THE GLOBAL REAL ESTATE VILLAGE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7172 Catalina Way
Lake Worth, Florida 33467

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND SHARES (1,000) OF ONE CLASS OF STOCK. The shares of this corporation shall be issued NO PAR VALUE. The transfer of the shares of stock in this corporation shall be restricted and the terms of the said restrictions shall be contained in the Shareholders Agreement. All certificates of the shares of stock shall conspicuously indicate that these Articles of Incorporation limit any transfer of shares.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase 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. Said purchase shall be in the ratio of the number of shares he holds at the time of issue bears to the total number of shares by a any shareholder who does not exercise it. The purchasing shareholder shall 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.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Steven P. DeLuca
Attorney at Law
7800 West Oakland Park Blvd.
Suite C-106
Sunrise, Florida 33351

Prepared by:
Steven P. DeLuca
Fla. Bar#319775
7800 W. Oakland Park Blvd.
Suite C-106
Sunrise, Florida 33351
(954) 831-8091

1

H97000009914

H97000009914

[The Rental Place page 2 of 2]

ARTICLE V - INCORPORATOR (S)

The name and street address of the incorporator to these Articles of Incorporation is:

Steven P. DeLuca
Attorney at Law
7800 West Oakland Park Blvd.
Suite C-106
Sunrise, Florida 33351

ARTICLE VI - MANAGEMENT OF CORPORATION

The management of this corporation shall be by the shareholders and not by a Board of Directors. 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

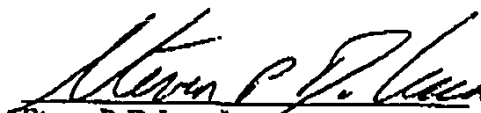
ARTICLE VII - PERSONAL LIABILITY OF SHAREHOLDERS

None of the shareholders of this corporation shall suffer any personal liability by virtue of their ownership interest in this corporation or as the result of any acts in furtherance of the business purposes of this corporation.

ARTICLE VIII - BUSINESS PURPOSE AND DURATION

This corporation is authorized to engage in any lawful business and its duration shall be perpetual.

The undersigned incorporator has executed these Articles of Incorporation this
16 day of June, 1997.


Steven P. DeLuca, Incorporator

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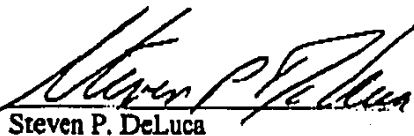
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is THE GLOBAL REAL ESTATE VILLAGE, INC.
2. The name and address of the registered agent and office is:

Steven P. DeLuca
Attorney At Law
7800 West Oakland Park Blvd.
Suite C-106
Sunrise, Florida 33351

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree too comply with the provision of all statutes relating to the propre and complete performance of my duties, and I am famillar with and accept the obligations of my positlon of registered agent.


Steven P. DeLuca

6/16/97
Date

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TALLAHASSEE, FLORIDA

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