

RAQUEL PENALVER-RODRIGUEZ
7460 S.W. 61ST STREET
MIAMI, FLORIDA 33143

P970000064943

July 22, 1997
(Via Federal Express)

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/24/97--01112--019
****122.50 ****122.50

Re: RE/Vest Properties, Inc.

Dear Sir or Madam:


Enclosed for filing with the Department of State is an original and one (1) copy of the Articles of Incorporation for the above-captioned corporation.

Also enclosed is a check in the amount of \$122.50 for the required filing and certified copy fees.

Please return the certified copy in the enclosed self-addressed stamped envelope.

Should you have any questions, please feel free to contact me at (305) 577-3161.

Sincerely,


Raquel Penalver-Rodriguez

/rpr
enclosures

FILED
97 JUL 24 PM 12:27
TALLAHASSEE, FLORIDA

Done 7/28/97

ARTICLES OF INCORPORATION
OF
RE/VEST PROPERTIES, INC.

FILED
97 JUL 24 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is RE/VEST PROPERTIES, INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The purposes of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida Business Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

1865 Brickell Avenue
Suite 204B
Miami, Florida 33131

ARTICLE V

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 7460 S.W. 61st Street, Miami, Florida 33143, and the initial registered agent for the Corporation at that address shall be Raquel Penalver-Rodriguez.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be two (2).

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

Raquel Penavler-Rodriguez

7460 S.W. 61st Street
Miami, FL 33143

ARTICLE IX

OFFICERS

The initial officers of the Corporation shall be:

President/Director
Carlos M. Rodriguez
7460 S.W. 61st Street
Miami, Florida 33143

Vice President
Douglas C. Taber
1865 Brickell Avenue
Suite 204-B
Miami, Florida 33131

Secretary/Treasurer/Director
Raquel Penalver-Rodriguez
7460 S.W. 61st Street
Miami, Florida 33143

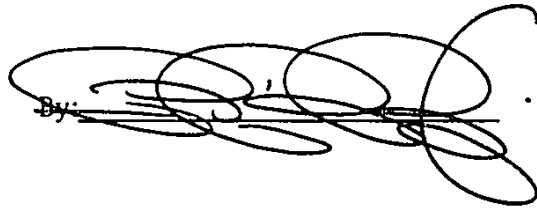
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of July, 1997.


Raquel Penalver-Rodriguez

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with, and accepts the obligations of, his position as registered agent.

DATED this 22 day of July, 1997.

By: 

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97 JUL 24 PM 12:21
SECRET
TALLAHASSEE, FLORIDA