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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AGREE ENTERPRISES, INC.

AUDIT NUMBER.....H97000013169

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS.

AGREE ENTERPRISES, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT

**25 SOUTH EAST 2ND AVENUE
11TH FLOOR - SUITE NO. 1139-A
MIAMI, FLORIDA 33131**

ARTICLE II - PURPOSE

 THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS.

**25 SOUTH EAST 2ND AVENUE
11TH FLOOR - SUITE NO. 1139-A
MIAMI, FLORIDA 33131**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS

JOAO GILBERTO FAJARDO

PREPARED BY.

GUILLERMO UBIETA-8045 N. W. 36TH STREET SUITE NO. 525, MIAMI, FL. 33166 (305)597-4511

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE,

JOAO GILBERTO FAJARDO
PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JOAO GILBERTO FAJARDO
25 SOUTH EAST 2ND AVENUE
11TH FLOOR - SUITE NO. 1139-A
MIAMI, FLORIDA 33131

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION 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 DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 31ST DAY OF JULY OF 1997.



Incorporator

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SECRET
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **AGREE ENTERPRISES, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED **JOAO GILBERTO FAJARDO**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **AGREE ENTERPRISES, INC.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 31ST DAY OF JULY, 1997.



Registered Agent

H 97000013169

H
J
S

P970000696015
H.J. SWART & COMPANY, P.A.
Certified Public Accountants

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TALLAHASSEE, FLORIDA

MEMBERS
American Institute of
Certified Public Accountants
Florida Institute of
Certified Public Accountants

August 6, 1997

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed are the Articles of Incorporation for Janet K. Honke, P.A., and a check
for \$122.50 for filing fees.

Please return the certified copies to:

H.J. Swart & Company, P.A.
717 East Oak Street
Kissimmee, Florida 34744

Thank you.

Sincerely,

H.J. Swart & Company, P.A.

Kathy Swart
Kathy Swart

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ARTICLES OF INCORPORATION

JANET K. HONKE, P.A.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Janet K.Honke, P.A.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of Real Estate sales, and anything pertaining to real estate professionals, as defined in Florida Statute chapter 621.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is 7135 Yacht Basin Ave., #227, Orlando, FL 32835. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be changed from time to time by the bylaws. The name and address of the initial director, who will serve until the first annual meeting of shareholders of the corporation or until her successor is duly elected and qualified is:

NAME

ADDRESS

Janet K.Honke

7135 Yacht Basin Ave., #227
Orlando, FL 32835

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT

The initial registered agent and registered agent's address for service of process for this corporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of August, 1997.

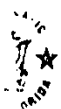


Harry J. Swart, CPA

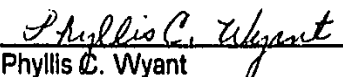
STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Harry J. Swart, known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 8 day of August, 1997.



PHYLLIS C. WYANT
My Commission CC511495
Expires Dec. 12, 1999




Phyllis C. Wyant
Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of Janet K.Honke, P.A. hereby designates the following individual as registered agent for this corporation:

Harry J. Swart, CPA
717 East Oak Street
Kissimmee, FL 34744




Harry J. Swart, CPA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Janet K.Honke, P.A.

DATED this 8 day of August, 1997.



Harry J. Swart, CPA

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TALLAHASSEE, FLORIDA