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February 15, 1997

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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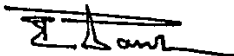
ANDREW EBANKS
2261 NW 196 TERRACE
MIAMI, FL 33056

Dear Secretary of State:

Enclosed, find one original and a copy of the Articles of Incorporation of **EBANKS SOUTHERN ENTERPRISES, INC.**

Also, find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as **EBANKS SOUTHERN ENTERPRISES, INC.** is appreciated.

Respectfully,


Peter Ebanks

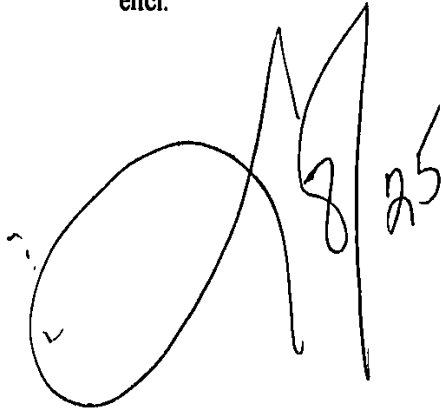
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

R.A. Accept
Name





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1997

PETER BANKS
2261 N.W. 196TH TERRACE
MIAMI, FL 33056

SUBJECT: EBANKS SOUTHERN ENTERPRISES, INC.
Ref. Number: W97000005965

We have received your document for EBANKS SOUTHERN ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 497A00012951

August 21, 1997

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

Attention: Loria Poole

Ref Number: W97000005965- Ebanks Southern Enterprises, Inc.

Dear Ms. Poole:

Now that you have received authorization from the Division of Banking to use the name, Ebanks Southern Enterprises Inc., we are returning to you the Articles of Incorporation for your final approval and signature.

If you need any further information, please feel free to call me at (954) 741-0022 during business hours.

Sincerely,



Peter Ebanks

encl.



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 2, 1997

Mr. Andrew K. Ebanks
General Building Inspections, Inc.
4851 NW 103rd Avenue, Suite 54
Sunrise, Florida 33351

Dear Mr. Ebanks:

Re: "Ebanks Southern Enterprises, Inc."

On April 30, 1997, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning May 9, 1997, for 21 days until May 30, 1997 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

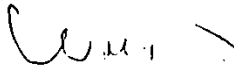
(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

June 2, 1997
Page Two

used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution, trust company or holding company. Therefore, the Department is able to grant your request for approval of the corporate name "Ebanks Southern Enterprises, Inc."

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Bldg.- 6th Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

**ARTICLES OF INCORPORATION
OF
EBANKS SOUTHERN ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WE, the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation hereby formed under these articles shall hence and from this day, subject to the approval of the Secretary of State, State of Florida be known as : **EBANKS SOUTHERN ENTERPRISES, INC.**

ARTICLE II

The Company formed under these Articles of Incorporation shall be endowed with the following powers:

- 1) Sue and be sued and appear and defend in all actions and proceedings in it's corporate name as a natural person
- 2) Adopt and use a corporate seal and alter the same.
- 3) Appoint such officers and agents as it's affairs shall require, and allow them suitable compensation.
- 4) Adopt, change, amend, repeal, it's By-Laws, not inconsistent with Law and it's Certificate of Incorporation, for the exercise of it's affairs and property; the transfer on it's

records of it's stock or other evidence of interest or membership, and the calling and holding of meetings by it's shareholders and stockholders.

5) Increase or diminish, by vote of it's stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers or trustees of this Corporation, and the resident agent for services of process providing the number of the aforementioned shall never be less than one (1) nor more than seven (7). That this provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the Corporation and the applicable General Corporate Laws of the State of Florida.

6) Make and enter into all contracts necessary and proper for the conduct of it's business.

7) a) Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in this State, and in the several States, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

b) Purchase the Corporate assets of any other corporations and engage in the same character of business.

c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interest thereunder or therein.

d) Take, hold, sell and convey such properties as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8) a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of/or any bonds, securities, or other evidence of indebtedness created by or owned by any Corporation, public or closed, of this State or any

other State, or any foreign country, or domestic or foreign Government; while such owner of such stock or exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

b) Purchase, hold, sell, and transfer shares of it's own stock provided that no Corporation shall purchase any of it's own capital stock except from the surplus of it's assets over it's liabilities including capital. Shares of it's own capital stock, owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose for any stockholders quorem or vote.

9) Do all and everything necessary and proper for the accomplishment of the objects enumerated in it's Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, it's Certificate of Incorporation.

10) a) Contract debts and borrow money at such rates of interest not to exceed the lawful rates of interest and upon such terms as it's Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering it's property or credit to secure payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deem expedient.

b) Provision may be made in such instrument for the transferring of Corporate property of every kind and nature then belonging to or thereafter acquired by such Corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sum of money owing by said Corporation.

c) In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11) This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

ARTICLE III

In addition to the foregoing articles the said Corporation **EBANKS SOUTHERN ENTERPRISES, INC.** shall have as it's principal business objective the **RENOVATION, RENTAL AND SALE OF COMMERICAL AND RESIDENTIAL PROPERTIES.**

Said Corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the laws of the State of Florida.

ARTICLE IV

The total amount of capital stocks authorized by this Corporation herein, known as **EBANKS SOUTHERN ENTERPRISES, INC.** shall be (1000) One Thousand shares of par value stock. Each share of stock shall have one (\$1.00) dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) one vote per share held, wherein the

total voting stock would be 1000 shares constituting 1000 votes.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The Corporation herein shall begin business with capital in the amount of \$1000.00 (ONE THOUSAND DOLLARS U.S.) Said amount to be deposited in the Great Western Bank, 175 NW 199 Street, Miami, FL. 33169, for the sole purpose of beginning business under the name of **EBANKS SOUTHERN ENTERPRISES, INC.**

ARTICLE VII

This Corporation shall maintain it's principal place of business in Florida at 2261 NW 196 Terrace, Miami, FL. 33056

ARTICLE VIII

There shall be no less than one (1) Director but not more than seven (7) at all times who shall constitute the Board of Directors of said Corporation.

ARTICLE IX

The following named persons shall constitute the first Board of Directors of **EBANKS SOUTHERN ENTERPRISES, INC.** and shall hold office for the first year of existence of said Corporation. These Directors shall hold office until a vote of the shareholders is held wherein

their successors are elected and appointed and have qualified:

CLIFF A. EBANKS
243-07 137TH Avenue
Rosedale, N.Y. 11422

ANDREW K. EBANKS
2261 NW 196 Terrace
Miami, FL. 33056

ARTICLE X

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of it's corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of **ANDREW K. EBANKS** or **CLIFF A. EBANKS**. Only the President/Director or Treasurer/Director shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advice and consent of the Board of Directors by and through a majority of the said Board. In the event that any officer other than the aforementioned carries or acts so as to incur liabilities without the advice and consent of the Board of Directors, said acts shall be as a nullity to said Corporation and the said Corporation shall not be liable and responsible therefore.

ARTICLE XI

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation:

CLIFF A. EBANKS
2261 NW 196 Terrace
Miami, FL. 33056

ANDREW K. EBANKS
2261 NW 196 Terrace
Miami, FL. 33056

ARTICLE XII

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

ANDREW K. EBANKS - TREASURER/DIRECTOR

CLIFF A. EBANKS - PRESIDENT/DIRECTOR

NOVLET EBANKS - SECRETARY

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS

AND RESIDENCE OF AGENT: That the following named person is herein designated resident agent for service of process and by executing these Articles of Incorporation does herein accept said designation and his residence is set forth as follows:

K R E.
ANDREW ~~X~~ EBANKS
2261 NW 196 Terrace
Miami, FL. 33056

ARTICLE XIII

This Corporation's stock shall be voting stock, each share with a par value of one (\$1.00) dollar, U.S. (1000) one thousand shares to constitute the total outstanding capital stock which shall be distributed to the following named persons in the stated amounts:

ANDREW K. EBANKS 500 SHARES

CLIFF A. EBANKS 500 SHARES

ARTICLE XIV

Should any shareholder of the Corporation **EBANKS SOUTHERN ENTERPRISES, INC.** desire to sell his or her Corporate stock, he or she may do so subject to the following conditions: Prior to selling any Corporate stock to any person not a shareholder in the Corporation he or she shall first offer his or her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing, and shall be sent via U.S. mail, Certified, Return Receipt Requested. This offer shall state that it is made pursuant to this Article, and shall name the price, either market value, or book value, whichever is higher, at which said stock is offered. The stockholders receiving such an offer pursuant to this Article, may accept or reject the same, in writing, within ninety (90) days of the receipt of the offeror's written notice. Upon acceptance, the purchase price, as per the offer price, shall be deposited in the escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance together with notice of the deposit of the purchase price in escrow, within ninety (90) days after said offer, the offeror shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the unanimous approval of the shareholder selling his or her stock and the remaining shareholders, prior to a valid sale being effected. Each share of stock issued by the Corporation, shall bear the following legend: **THIS CORPORATION'S CERTIFICATES ARE SUBJECT TO A CHARTER RESTRICTION AND MAY NOT BE TRANSFERRED WITHOUT STRICT COMPLIANCE THEREWITH.**

In WITNESS WHEREOF the stock holders and subscribers have hereunto set

their hands and seals this 2nd day of Feb 1997.

Cliff A. Ebanks

CLIFF A. EBANKS

CO-INCORPORATOR

Andrew K. Ebanks

ANDREW K. EBANKS

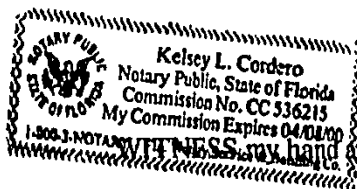
CO-INCORPORATOR

STATE OF FLORIDA, COUNTY OF BROWARD

I HEREBY CERTIFY that this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgements, **CLIFF A. EBANKS AND ANDREW K. EBANKS**, each to me well known and known to be the persons who are described in the foregoing Articles of Incorporation and who signed the same, and each of them acknowledge to me that they executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and seal this 2nd day of Feb, 1997
at Miami, FL.

Notary Public, State of Florida



Kelsey L. Cordero

WITNESS my hand and seal this 7th day of February, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1997

Notary Public, State of New York

Agnes Felix

AGNES FELIX
Notary Public, State of New York
No. 01FE5048208
Qualified in Bronx County
Commission Expires Aug. 21, 1997