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AMERISFIRST REALTY, INC.

633 N.E. 167TH STREET #901

NORTH MIAMI BEACH, FLORIDA 33162

August 27, 1997

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-03/10/97--01049--002

\*\*\*122.50 \*\*\*122.50

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

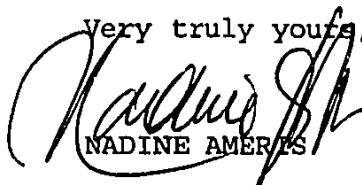
Gentlemen:

Enclosed are the following regarding the incorporation of  
AERISFIRST REALTY, INC.

1. Articles of Incorporation
2. Check for \$122.50

Please notify me if there are any problems.

Very truly yours,

  
NADINE AMERIS

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

/ 97 SEP 10 PM 12:52

FILED

TM-9/11/97

ARTICLES OF INCORPORATION  
OF  
AMERISFIRST REALTY, INC.

FILED  
97 SEP 10 PM 12:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation is

AMERISFIRST REALTY, INC.

The principal place of business of this corporation shall be  
633 N.E. 167th Street, #901, North Miami Beach, Florida 33162

ARTICLE II. NATURE OF BUSINESS.

The Corporation may engage in any activity or business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100)--shares of common stock having a One Dollar (\$1.00) par value.

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE IV.

TIME OF EXISTENCE.

This Corporation is to exist perpetually and shall commence as of the date of filing of these Articles with the Secretary of State.

ARTICLE V.

INITIAL REGISTERED OFFICE  
AND AGENT.

The Street Address of the Initial Registered office of this corporation is 633 N.E. 167th Street, #901, North Miami Beach, Florida 33162 and the name of the Initial Registered Agent of this corporation at that address is NADINE AMERIS.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS.

This corporation shall have (1) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

NADINE AMERIS  
633 N.E. 167TH STREET #901  
NORTH MIAMI BEACH, FL 33162

ARTICLE VII.

INCORPORATOR.

The name and address of the person signing these articles is:

NADINE AMERIS  
633 N.E. 167TH STREET #901  
NORTH MIAMI BEACH, FL 33162

ARTICLE VIII.

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLES IX.

AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

  
NADINE AMERIS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

AMERISFIRST REALTY, INC.

In pursuant of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First-That AMERISFIRST REALTY, INC.

desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of  
Incorporation at City North Miami Beach, County of Dade,  
Florida and has named

NADINE AMERIS

located at

633 N.E. 167TH STREET #901

(Street address and number of building,  
Post Office Box address not acceptable)

City of North Miami Beach, County of Dade and State of Florida  
agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the  
above stated corporation, at place designated in this  
Certificate, I hereby accept to act in this capacity, and agree  
to comply with the provision of said Act relative to keeping open  
said office.

By:   
(Registered Agent)  
NADINE AMERIS

DIVISION OF  
TALLAHASSEE, FLORIDA

97 SEP 10 PM 12:52

FILED