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ACCOUNT NO. : 072100000032

REFERENCE : 555987 10913A

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : October 7, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 555987-005

CUSTOMER NO: 10913A

800002314118--9

CUSTOMER: Angela Tiru, Esq
ANGELA TIRU, ESQ

2600 North Andrews Avenue
Fort Lauderdale, FL 33311

DOMESTIC FILING

NAME: MEMBERSHIP REALTY WHERE SOUTH
FLORIDA BELONGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 OCT -7 PM 3:27
97 OCT -7 PM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT -7 1997 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEMBERSHIP REALTY WHERE SOUTH FLORIDA
BELONGS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEMEBERSHIP REALTY WHERE SOUTH FLORIDA BELONGS, INC.

The address of the principal office of this corporation shall be: 3980 North 46th Avenue, Hollywood, Florida 33021, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2600 North Andrews Avenue, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is Angela Abbatiello Tiru.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and one director, initially. The name and street address of the initial officers/director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Doris E. Myers	3980 North 46th Avenue
Dir/President/V. P.	Hollywood, Florida 33021


Ruthann P. Retterbush	3980 North 46th Avenue
Secretary/Treasurer	Hollywood, Florida

ARTICLE VII. INCORPORATOR

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

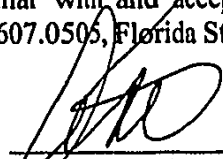
Doris E. Myers
3980 North 46th Avenue
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned has hereunto set her hand on October 3, 1997.


Doris E. Myers

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Angela Abbatiello Tiru having a business office at 2600 North Andrews Avenue, Fort Lauderdale, Florida 33311 and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.


Angela Abbatiello Tiru

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TALLAHASSEE, FLORIDA