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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RB TWO DEVELOPERS, INC.

AUDIT NUMBER.....H97000017048

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

RE TWO DEVELOPERS, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is :

RE TWO DEVELOPERS, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and the general nature of the business to be conducted are as follows:

A. To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS

The initial principal place of business is 488 S.W. 5TH Street, Fort Lauderdale, Florida 33315.

ARTICLE IV

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

Prepared by:  
Mark I. Blumstein, Esq.  
33 N.E. 2nd Street, Suite 101  
Fort Lauderdale, Florida 33301  
(954) 527-9080  
Fla. Bar No. 0623512

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ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock with no par value.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased from time to time by a vote of the stockholders in conformity with the By-Laws of this corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor(s) is elected and qualified, is:

Robert Koger

1050 Lugo Avenue  
Coral Gables, Florida 33156

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power

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for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 33 N.E. 2nd Street, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of this corporation at that address is MARK I. BLUMSTEIN.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 14 day of October, 1997.

  
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STATE OF FLORIDA }

COUNTY OF BROWARD }

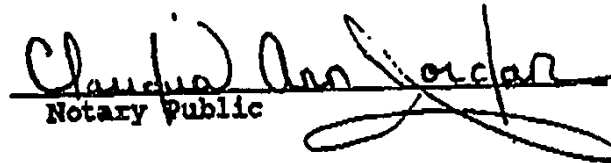
BEFORE ME, the undersigned authority, personally appeared Mark

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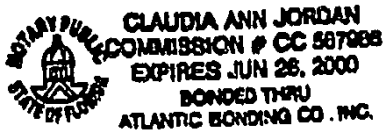
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I, Blumstein, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida, this 14th day of October, 1997.

  
Notary Public

My Commission Expires:



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RE TWO DEVELOPERS, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT RE TWO DEVELOPERS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED MARK I. BLUMSTEIN, 33 N.E. 2ND STREET, SUITE 101, FORT LAUDERDALE, FLORIDA 33301 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dated: 10-14-97

  
Mark I. Blumstein, Esquire

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dated: 10-14-97

  
Mark I. Blumstein, Registered Agent

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