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Law Offices

Manuel Diner, P. A.

BAYSIDE OFFICE CENTER
141 NORTHEAST 3RD AVENUE
SUITE 601

Miami, Florida 33132
TELEPHONE (305) 358-7880
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October 8, 1997

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

000002322990--9
-10/17/97--01055--006
****122.50 ****122.50

Re: Countyline Realty, Inc.
Our File No.: 898-97

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$122.50, representing the filing fee for same.

If you should have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.



Manuel Diner, Esq.

MD/cm

Encls.

lettcountyline

FILED
97 NOV -3 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-23819

mc 11/3/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1997

MANUEL DINER, ESQ.
BAYSIDE OFFICE CENTER
141 NORTHEAST 3RD AVE., SUITE 601
MIAMI, FL 33132

SUBJECT: COUNTYLINE REALTY, INC.
Ref. Number: W97000023819

We have received your document for COUNTYLINE REALTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00051098

**ARTICLES OF INCORPORATION
OF
COUNTYLINE REALTY, INC.**

FILED
97 NOV -3 AM 10: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME AND ADDRESS OF CORPORATION

*The name of this corporation is: Countyline Realty, Inc.
The Corporation's principal office and mailing address is:
11430 N. Kendall Drive, Suite 300 Miami, Florida 33176*

ARTICLE II.
NATURE OF CORPORATION BUSINESS

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

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

INITIAL REGISTERED AGENT: Manuel Diner
INITIAL REGISTERED OFFICE: 141 N.E. 3rd Avenue, Suite 601
Miami, Florida 33132

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is
 1.
 The name and address of the members of the initial Directors of the Corporation is:
 Elsa Chomat, 11430 N. Kendall Drive, Suite 300, Miami, Florida 33176.

**ARTICLE VII
INITIAL INCORPORATOR**

The name and address of the initial Incorporator executing these Articles of Incorporation
 is:

Manuel Diner
 141 N.E. 3rd Avenue, Suite 601 Miami, Florida 33132

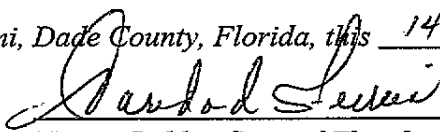


 Manuel Diner, INCORPORATOR

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)


The foregoing instrument was acknowledged before me this 14 day of October, 1997
 by Manuel Diner, who is personally known to me [] or has produced _____ as identification and
 who did [] did not [] take an oath.

Witness my hand and official seal in Miami, Dade County, Florida, this 14 day of
October _____, 1997.



 Notary Public, State of Florida

Print Name: CARIDAD FERREIRA


 Caridad Ferreira
 MY COMMISSION # CC627608 EXPIRES
 March 10, 2001
 TROY FAIN INSURANCE, INC.
 My Commission Expires

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FILED
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 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE