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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GEM REALTY OF SOUTH FLORIDAM, INC.

AUDIT NUMBER.....H97000020280

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

GEM REALTY OF SOUTH FLORIDA, INC.

The undersigned subscribers, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: GEM REALTY OF SOUTH FLORIDA, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging and transacting in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended. This will include, but is not limited to, the sale, purchase, advertisement, promotion and management of real estate properties in both residential and commercial markets, and any and other lawful activities.

THIS INSTRUMENT PREPARED BY:
THE ESPINOSA LAW FIRM, P.A.
MARIA ESPINOSA DENNIS, ESQ.
FLORIDA BAR NO. 477941
1470 N.W. 107th AVENUE
SUITE "E"
MIAMI, FLORIDA 33172
TELEPHONE: (305) 599-3889

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TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock have a par value of One (\$1.00) Dollar per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Hundred (\$ 100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this corporation is JOSE R. ESPINOSA, JR., and the initial registered office, which is the same office as that of the Registered Agent is 1470 N.W. 107th AVENUE, SUITE P, MIAMI, FLORIDA 33172. The Management may from time to time move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum

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of four directors, and the names and addresses of the initial Board of Directors, consisting of one member is:

JOSE R. ESPINOSA, JR.
1470 N.W. 107th Avenue
Suite P
Miami, Florida 33172

DIRECTOR

ARTICLE VIII

OFFICERS

The names and post office addresses of the officers of this corporation are:

JOSE R. ESPINOSA, JR.
1470 N.W. 107th Avenue
Suite P
Miami, Florida 33172

PRESIDENT/SECRETARY

ARTICLE IX

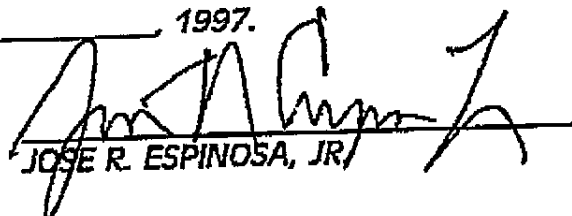
INCORPORATOR

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

JOSE R. ESPINOSA, JR.
1470 N.W. 107th Avenue
Suite P
Miami, Florida 33172

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the

9th day of December 1997.


JOSE R. ESPINOSA, JR.

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STATE OF FLORIDA)

SS.

COUNTY OF DADE)

I HEREBY CERTIFY that on this 9th day of December
1997, before me, a Notary Public, authorized in the State and County named
above to take acknowledgments, personally appeared JOSE R. ESPINOSA, JR.,
(☒ who is personally known to me OR { } who produced identification, (type
of identification produced: _____),
and to be the person described as incorporator, in and who executed the
foregoing Articles of Incorporation, acknowledged before me that he
subscribed to these Articles of Incorporation, and the facts therein are truly
set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, the
year and day aforesaid.

My commission expires:
(Seal)



MELISSA M FUENTES
My Commission CC369626
Expires Jul 04, 1998
Bonded by HAI
800-422-1555

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

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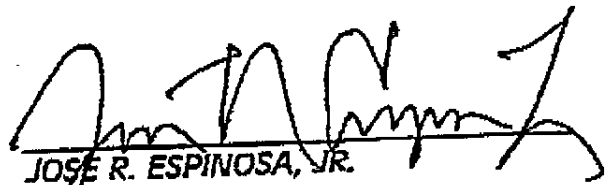
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

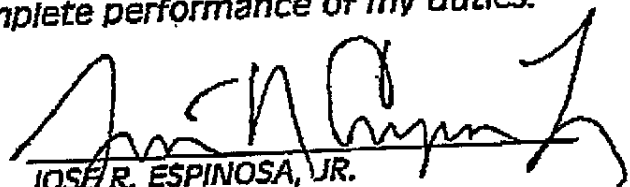
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STATE OF FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That GEM REALTY OF SOUTH FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 1470 N.W. 107th AVENUE, SUITE P, MIAMI, FLORIDA 33172, has named JOSE R. ESPINOSA, JR., as its agent to accept service of process within Florida.


JOSE R. ESPINOSA, JR.

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.


JOSE R. ESPINOSA, JR.

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DATED: December 9, 1997