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FLORIDA DIVISION OF CORPORATIONS
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((H98000004932 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: HOCKADAY AND ASSOCIATES, INC.

AUDIT NUMBER.....H98000004932

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

CERT. OF STATUS...0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QIN 3-13-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOCKADAY AND ASSOCIATES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Corporation act, do hereby adopt the following Articles of Incorporation:

ARTICLES ONE

The name of the corporation is:

HOCKADAY AND ASSOCIATES, INC.

ARTICLE TWO

The duration of the corporation shall be perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1. Engage in the business of REAL ESTATE BROKERAGE.**
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act and/or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried or in connection with or auxiliary to the foregoing business.**
- 3. To do such other as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.**

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial principal office of the corporation is at 104 Crandon Blvd., Suite 316, Miami, Fl 33149 and the name of the registered agent is Gloria Hockaday.

**Prepared by: Gloria Hockaday,
101 Sunrise Drive #18,
Key Biscayne, Fl 33149
(305) 358-5588**

ARTICLE SIX

The number of directors constituting the initial Board of Directors is one (1).
The name and address of each person who is to serve as a member of initial Board
of Directors
is:

NAME

ADDRESS

Gloria Hockaday

101 Sunrise Drive #18, Key Biscayne, Fl 33149

ARTICLE SEVEN

The officer and incorporator of this corporation is:

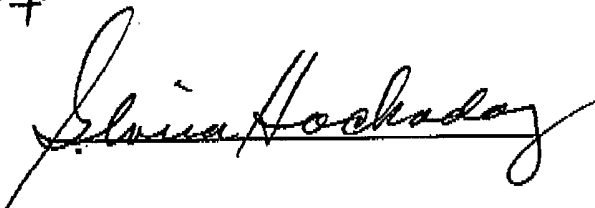
NAME

OFFICE

Gloria Hockaday

PRESIDENT/SECRETARY/TREASURER

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th
day of March, 1997.



STATE OF FLORIDA)

SS.

COUNTY OF DADE)

I, hereby certify that on this day, before me, a Notary Public, duly authorized in
the State and County aforesaid, to take acknowledgments, personally appeared,
Gloria Hockaday to me known to be the person subscribed
as subscriber in and who executed the foregoing Articles of Incorporation.

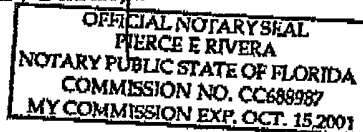
WITNESS my hand and official seal this 12 day of March,
1997.

My commission expires:

FL.DS.WC # A23028052 9060



Notary Public, State of Florida



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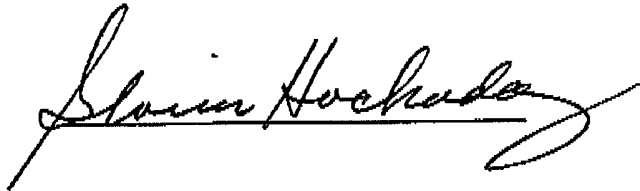
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.**

**In pursuance of section 607, 034 Florida Statutes, the following is submitted in
compliance with said Act.**

**FIRST—That HOCKADAY AND ASSOCIATES, INC., desiring to organize
under the Laws of the State of Florida with its principal office as indicated in the
Articles of Incorporation at the City of Miami, Florida, County of Dade, named
Gloria Hockaday, as its REGISTERED AGENT to accept services of process within
this State.**

ACKNOWLEDGMENT

**Having been named to accept service of process for the above stated
Corporation, at place designated in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.**

A handwritten signature in cursive script, appearing to read "Gloria Hockaday", is written over a horizontal line.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATE RESOLUTION

I, **Gloria Hockaday**, Secretary of **HOCKADAY AND ASSOCIATES, INC.** a corporation organized and existing under the laws of the State of Florida, do hereby certify that a meeting of the Board of Directors of said corporation, duly called and held at the office of the corporation at 104 Crandon Blvd., Suite 316, Key Biscayne, Fl 33149, on the 12 day of March, 1998, at which a quorum was present and voting, the following resolution is now in full force and effect:

Be it resolved that Gloria Hockaday is authorized and has executed that consideration of March dated 12 day of March, 1998.

Be it further resolved that the officer(s) of this corporation are authorized and directed to execute the agreement, to carry out its terms, and to take such action as may be necessary or desirable to carry out the terms and intent of this resolution.

In witness whereof, the said secretary of **HOCKADAY AND ASSOCIATES, INC.**, has hereto affixed its hand and seal of said corporation this 12 day of March, 1998.

OFFICIAL NOTARY SEAL
PIERCE E RIVERA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC688967
My Commission Expires 12/31/2000
[Signature]
SECRETARY (SEAL)

Subscribed and sworn by me this 12 day of March, 1998.

[Signature]
NOTARY PUBLIC #

My commission expires: