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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HOMELIFE FIDELITY, INC.

AUDIT NUMBER.....H98000005139

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

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ARTICLES OF INCORPORATION
OF
HOMELIFE FIDELITY, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

HOMELIFE FIDELITY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY:

BRADLEY K. BANAFORDE, ESQ.
9200 SO. DADELAND BLVD. #308
Miami, Florida 33156
Florida Bar No. 0137354

(305) 476-5080

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TALLAHASSEE, FLORIDA

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ARTICLE V. REGISTERED AGENT

The Registered Agent of this Corporation in the State of Florida shall be:

ALAIN BRICOURT
20850 SANSIMEON WAY
SUITE 404
NORTH MIAMI, FLORIDA 33179

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATE ADDRESS

The initial corporate address of the corporation in the State of Florida shall be:

20850 SANSIMEON WAY
SUITE 404
NORTH MIAMI, FLORIDA 33179

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial director of this Corporation and his street addresses is:

ALAIN BRICOURT
20850 SANSIMEON WAY
SUITE 404
NORTH MIAMI, FLORIDA 33179

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

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ARTICLES IX. INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President

ALAIN BRICOURT
20850 SANSIMEON WAY
SUITE 404
NORTH MIAMI, FLORIDA 33179

ARTICLE X. INCORPORATION

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ALAIN BRICOURT
20850 SANSIMEON WAY
SUITE 404
NORTH MIAMI, FLORIDA 33179

ARTICLE XI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 16 day of March, 1998.


Alain Bricourt

STATE OF FLORIDA

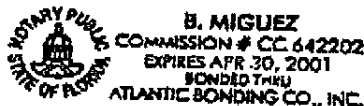
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Alain Bricourt, who is personally known to me and did take an oath, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 16 day of March, 1998.


Notary Public State of Florida

MY COMMISSION EXPIRES:



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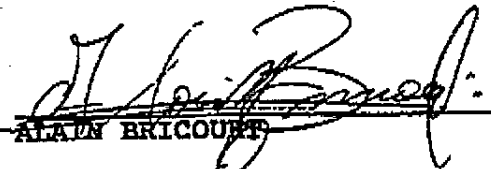
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes, the following is submitted, in compliance with said Statutes:

That HOMELIFE FIDELITY, INC., desiring to organize under the laws of the State of Florida, with its initial corporate office at 20850 SANSIMEON WAY, SUITE 404, NORTH MIAMI, FLORIDA 33179, appoints Alain Bricourt, as its agent to accept service of process within this State at the initial corporate office stated herein.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Statutes relative to keeping open said office.


ALAIN BRICOURT

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