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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

EFFECTIVE DATE
4-1-98

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: EMERALD HILLS INC.

AUDIT NUMBER.....H98000006343

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

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TALLAHASSEE FLORIDA

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Certificate of Incorporation of

EMERALD HILLS INC.,

EFFECTIVE DATE

4-1-98

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I NAME

The name of the corporation shall be EMERALD HILLS INC.,

The corporation will be doing business as EMERALD HILLS INC.,

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

The physical address of the corporation is: EMERALD HILLS INC.,

22 BOXWOOD ROAD
HOLLYWOOD, FL 33021

The mailing address of the corporation is: EMERALD HILLS INC.,

22 BOXWOOD ROAD
HOLLYWOOD, FL 33021

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TALLAHASSEE FLORIDA

ARTICLE III PERPETUITY

This corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

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PREPARED BY ALAN N. RAZLA, CPA 22 BOXWOOD RD. HOLLYWOOD FL 33021
2000 402-1700

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ARTICLE IV PURPOSE

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in the business REAL ESTATE purchases and development, invest in various ventures, and to conduct any and all other lawfully authorized business associated with this name.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. to borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and / or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage pledge or otherwise depose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.
- E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

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ARTICLE V CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 (one hundred thousand shares) of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE VI LIQUIDATION

In the event of any voluntary or involuntary liquidation, dissolution, of winding up of this Corporation, the net assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VII VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VIII 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ALAN N. RAZLA
REGISTERED AGENT
22 BOXWOOD ROAD
HOLLYWOOD, FL 33021

ARTICLE X DIRECTORS

This Corporation shall have one Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and the address of the initial Directors of this Co

ALAN N. RAZLA
DIRECTOR
22 BOXWOOD ROAD
HOLLYWOOD, FL 33021

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ARTICLE XI

Reserved for future use.

ARTICLE XII

Reserved for future use.

ARTICLE XIII OFFICERS

The names and street addresses of the officers of this corporation are:

ALAN N. RAZLA
22 BOXWOOD ROAD
HOLLYWOOD, FL 33021

Title: President & CEO, Treasurer
& Secretary

ARTICLE XIV DIRECTOR'S POWERS

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

- A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.
- B. The private property of the stockholders shall not be subject to the payment of the corporate debt to any extent whatever.

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- C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.
- D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.
- E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.
- F. The Corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at
Miami, Florida on this 1Th day of April 1998

X

ALAN N. FAZLA

President, CEO, Secretary, Treasurer

Sworn to and subscribed before me this
_____ day of _____

X

NOTARY PUBLIC

(NOTARY SEAL)

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

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98 APR -2 AM 8:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is: _____

EMERALD HILLS INC. ,

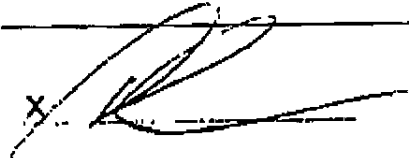
2. The name and address of the registered agent and office is:

ALAN N. RAZLA

22 BOXWOOD ROAD

HOLLYWOOD, FL 33021

SIGNATURE

X 

TITLE

Registered Agent Only

DATE

31-Mar-98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

X 
Registered Agent

DATE

31-Mar-98

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