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LAW OFFICES OF

Ira C. Hatch, P.A.

IRA C. HATCH

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April 9, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Attn: John Nedeau
Document Specialist

RE: **HELP YOU SAVE REAL ESTATE, INC.**

700002397187
01/12/98 01094 007
***122.50

EFFECTIVE DATE

12-28-92

700002397187--5
-04/15/98--01003--012
*****50.00 *****50.00

Dear Mr. Nedeau:

Enclosed please find a letter which you sent to us regarding Help You Save Real Estate. I telephoned you upon my receipt of this letter and explained that Help You Save Real Estate, Inc. was a Delaware corporation and we were in the process of dissolving the Delaware Corporation. At that time you explained that Help You Save needed to be domesticated and your office forwarded me a form for Certificate of Domestication. Enclosed please find the executed Certificate of Domestication and a check in the amount of \$50.00.

I am also enclosing the Articles of Incorporation which was returned to me. The check for filing the Articles of Incorporation (\$122.50) was not returned with the paperwork and I assume you are in possession of same. If not, please contact my assistant, Cathy, immediately.

Thank you for your assistance and attention to the above.

CATHY GAVE
AUTHORIZATION BY PHONE TO
CORRECT DATE FORGED
DATE 4-15-98

ICH/cw DOC. EXAM 9N

Enclosures

cc: Joy Fredericks

Very truly yours,


IRA C. HATCH
For the Firm

FILED
98 APR 15 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 4-15-98

EFFECTIVE DATE
12-28-92

FILED
98 APR 15 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

OF

HELP YOU SAVE REAL ESTATE, INC.

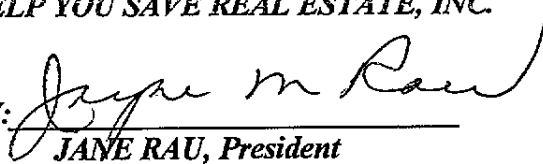
The undersigned, JANE RAU, President, of HELP YOU SAVE REAL ESTATE, INC., a foreign Corporation, in accordance with Florida Statutes, section 607.1801, does hereby certify:

1. The date on which corporation was first formed was December 28, 1992.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was HELP YOU SAVE REAL ESTATE, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is HELP YOU SAVE REAL ESTATE, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Vero Beach, Florida.

I am the President of HELP YOU SAVE REAL ESTATE, INC., and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this 17 day of February, 1998.

HELP YOU SAVE REAL ESTATE, INC.

BY:


JANE RAU, President

**ARTICLES OF INCORPORATION
OF
HELP YOU SAVE REAL ESTATE, INC.**

FILED
98 APR 15 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, IRA C. HATCH, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

EFFECTIVE DATE
12-28-92

The name of the Corporation is Help You Save Real Estate, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1701 Highway A-1-A, Suite 220, Vero Beach, Florida 32963.

ARTICLE III

PURPOSE

The purpose of the business to be established is for any lawful purpose or purposes.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue shares of Common Stock with a par value of \$1.110

ARTICLE V

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

IRA C. HATCH, 1701 Highway A-1-A, Suite 220, Vero Beach, FL 32963.

ARTICLE VI

INCORPORATOR(S)

The name and address of the person signing these Articles is:

Name

Address

IRA C. HATCH

1701 Highway A-1-A, #220
Vero Beach, FL 32963

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

this 9 day of January, 1998



IRA C. HATCH, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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.

1. The name of the corporation is: **HELP YOU SAVE REAL ESTATE, INC.**
2. The name and address of the Registered Agent and office is:

IRA C. HATCH
1701 Highway A-1-A, Suite 220
Vero Beach, FL 32963

EFFECTIVE DATE
12-28-92

Signature: _____

Title: Incorporator

Date: January 9, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 15 AM 10:28

FILED

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 HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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: _____

IRA C. HATCH

Date: January 9, 1998