

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000042826

Real Estate Investment & Management
systems, Inc.

500002520625--6
-05/12/98--01074--012
****122.50 ****122.50

- Art of Inc. File cert
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
98 MAY 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 12 AM 11:40
DIVISION OF CORPORATION

Signature _____

Requested by: CSJ

Name _____

Date 5/12

Time 10:14

Walk-In _____

Will Pick Up _____

98-12-98

ARTICLES OF INCORPORATION

OF

REAL ESTATE INVESTMENT & MANAGEMENT SYSTEMS, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

REAL ESTATE INVESTMENT & MANAGEMENT SYSTEMS, INC.

Its principal place of business and/or mailing address shall be:

REAL ESTATE INVESTMENT & MANAGEMENT SYSTEMS, INC.
13615 S. Dixie Highway
Suite 114-509
Miami, Florida 33176-7252

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

FILED
98 MAY 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

ARAN CORREA & GUARCH, P.A.
710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

J.M. Guarch, Jr., Esquire

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

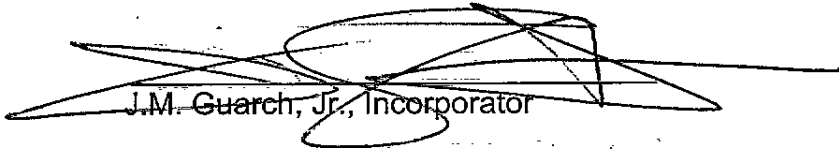
Ricardo A. Nevarez
13615 S. Dixie Highway
Suite 114-509
Miami, Florida 33176-7252

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:


J.M. Guarch, Jr.
710 S. Dixie Highway
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 11th day of May, 1998.


J.M. Guarch, Jr., Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 11 day of May 1998, by J.M. Guarch, Jr., who is personally known to me or who has produced the following as identification: _____ and who did/did not take an oath.


Notary Public, State of Florida
SANDRA MUNIZ



SANDRA MUNIZ
My Commission CC530529
Expires Feb. 08, 2000

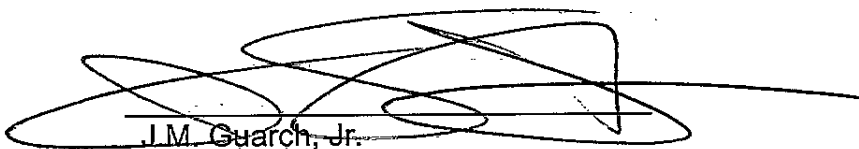
Name of Notary, Typed/Printed
Commission Number My Commission Expires:

DESIGNATION AND ACCEPTANCE

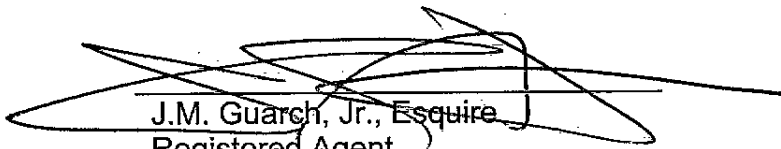
OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes **REAL ESTATE INVESTMENT & MANAGEMENT SYSTEMS, INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named J.M. Guarch, Jr., Esquire, located thereat as its registered agent to accept service of process within this state.


J.M. Guarch, Jr.
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


J.M. Guarch, Jr., Esquire
Registered Agent

FILED
98 MAY 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA