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MILBRATH & GILCHRIST, P.A.

A T T O R N E Y S A T L A W

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* ADMITTED IN NEW YORK AND
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** REGISTERED PATENT AGENT

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Intellectual Property:
Patents, Trademarks & Copyrights

Securities Arbitration
& Litigation

Antitrust & Trade Regulation

Business Litigation

June 15, 1998

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06/16/98 0114-003 2
***122.50 ***122.50

FEDERAL EXPRESS
PRIORITY OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of All-City Real Estate Services, ^{INC} Co., Ltd.

To Whom It May Concern:

Enclosed please find our firm check in the amount of \$122.50 and an original and one copy of the **All-City Real Estate Services-Co., Ltd.** Articles of Incorporation for the purpose of incorporating **All-City Real Estate Services Co., Ltd.** Also enclosed is an original and one copy of a Consent to Serve as Registered Agent.

*Called Mary Leavy,
gave auth by phone
to correct the corporate
Name.*

/ml
Enc.

*DMC
6/18/98*

Very truly yours,



Mary A. Leavy
Secretary to Stephen D. Milbrath

FILED
98 JUN 16 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECSTATE.LT2

**ARTICLES OF INCORPORATION
OF
ALL-CITY REAL ESTATE SERVICES, INC.**

FILED

98 JUN 16 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ALL-CITY REAL ESTATE SERVICES, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common. Par value shall be one cent.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

David Chin
85 Scarsdale Road, Suite 201
North York, Ontario
CANADA M3B 2R2

ARTICLE X

The initial registered agent of the corporation is Stephen D. Milbrath, Esq., of Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A.. The street address of the corporation's initial registered office is Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A., 255 S. Orange Avenue, Suite 1401, Orlando, FL 32801.

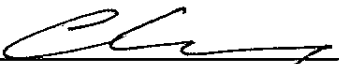
ARTICLE XI

The principal place of business and mailing address of the corporation shall be: 8824 Coral Palms Court, Suite 117, Kissimmee, FL 34747.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is David Chin, 85 Scarsdale Road, Suite 201, North York, Ontario, CANADA M3B 2R2

The undersigned incorporator has executed these Articles of Incorporation this 11th day of June, 1998.



DAVID CHIN, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
ALL-CITY REAL ESTATE SERVICES , INC.**


FILED

98 JUN 16 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 6/15/98



Stephen D. Milbrath, Registered Agent
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Milbrath & Gilchrist**
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