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From The Desk of:

RALPH I. LIPSHAW

140 Paradise Crescent
Royal Palm Beach, Florida 33411
(561) 753-4449

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:29

July 1, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-07/06/98--01046--011
****122.50 ****122.50

Re: Smart Real Estate Decisions, Inc.
Articles of Incorporation

Dear Sirs:

Enclosed is the original and one (1) copy of the Articles of Incorporation of Smart Real Estate Decisions, Inc., together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$	35.00
Certified Copy		52.50
Resident Agent Form		35.00
TOTAL	\$	122.50

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of both the Articles of Incorporation and the Resident Agent Form in the self-addressed enclosed envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Ralph I. Lipshaw
Ralph I. Lipshaw

D. BROWN JUL - 7 1998

Articles of Incorporation of

SMART REAL ESTATE DECISIONS, INC.

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I.

NAME

The name of the corporation shall be SMART REAL ESTATE DECISIONS, INC.

ARTICLE II.

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

The publication of and marketing of real estate educational manuscripts and to perform various other related and unrelated real estate functions. This corporation may also engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation afforded by the laws of the State of Florida.

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ARTICLE III.

RIGHT TO PURCHASE OWN SHARES

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE IV.

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be five thousand (5000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V.

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 140 Paradise Crescent, Royal Palm Beach, Florida 33411, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII.

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this Corporation shall be Ralph I. Lipshaw, a resident of Palm Beach County, Florida. The registered office of the Corporation shall be located at 140 Paradise Crescent, Royal Palm Beach, Florida 33411.

ARTICLE VIII.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The number of Directors may be increased from time to time.

ARTICLE IX.

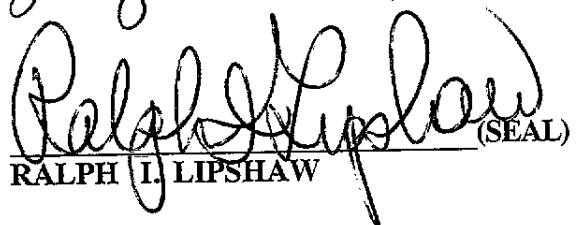
INCORPORATOR

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

Ralph I. Lipshaw

140 Paradise Crescent
Royal Palm Beach, Florida 33411

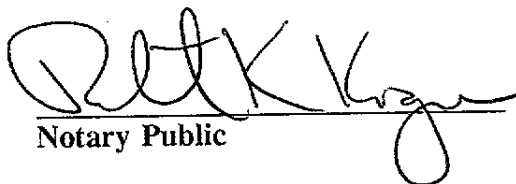
IN WITNESS WHEREOF, I have made, subscribed, and acknowledged these Articles of Incorporation on this 15th day of July, 1998.


RALPH I. LIPSHAW (SEAL)

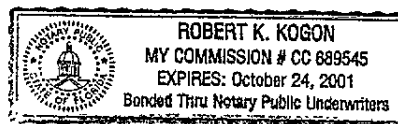
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

ON THIS DAY, BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared RALPH I. LIPSHAW, to me well known to be the incorporator described in and who executed the foregoing Articles of Incorporation of SMART REAL ESTATE DECISIONS, INC., and who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Royal Palm Beach, Palm Beach County, Florida, on this 1ST day of July, 1998.


Notary Public

My Commission Expires:

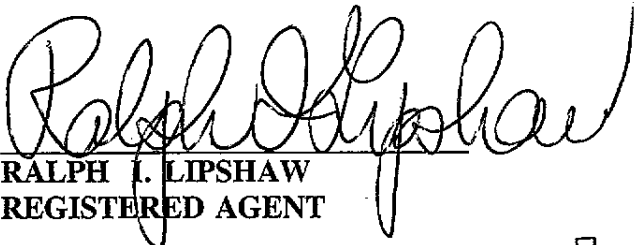


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, SMART REAL ESTATE DECISIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Wellington, State of Florida, has named RALPH I. LIPSHAW, located at 140 Paradise Crescent, Royal Palm Beach, Florida, 33411, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RALPH I. LIPSHAW
REGISTERED AGENT

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