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September 9, 1998

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

100002637761--3  
-09/11/98--01092--014  
\*\*\*122.50 \*\*\*122.50

Re: Corporate Registration

To whom it may concern,

Please find enclosed two copies of the articles of incorporation for Diversified Equities Real Estate Investment Consultants, Inc., along with the specified fee of \$122.50.

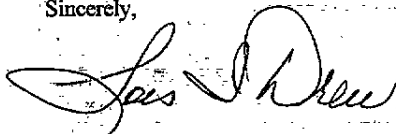
I have also provided a prepaid express delivery envelope for the return of the appropriate documentation.

I recognize the deluge you must be experiencing, but any manner of expediting the registration process would be most appreciated.

If there are any questions that may be addressed by phone, please contact me at (813) 263-5511.

Thank you....

Sincerely,

  
Lois F. Drew

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 11 PM 3:00

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## ARTICLES OF INCORPORATION

### DIVERSIFIED EQUITIES REAL ESTATE INVESTMENT CONSULTANTS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

#### ARTICLE I

The name of the corporation shall be **DIVERSIFIED EQUITIES REAL ESTATE INVESTMENT CONSULTANTS, INC.**

#### ARTICLE II

Section 1. The general nature of the business or businesses to be transacted by the corporation is the brokerage, acquisition, disposition and exchange of real estate investments.

Section 2. The corporation shall also have power:

(a) To construct, erect, purchase, repair and remodel buildings and structures of all types for itself and others and to own, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, personal property and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation, foreign or domestic.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, conveyance, or other assignment in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, association or syndicate, or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into, or become a partner in, any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

(h) To include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall be determined by the stockholders of this corporation provided, however, that no such regulatory or restrictive provision shall affect the rights to

third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world, as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To elect to come within those provisions of Florida law pertaining to close corporations by filing a written consent, signed by all the stockholders, with the secretary of the corporation as part of the corporate records.

(K) To do everything necessary, proper, ddvisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

#### ARTICLE III

The amount of capital stock authorized shall consist of 100,000 shares of common voting stock having a par value of \$0.005 per share payable in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Board of Directors of this corporation. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE V

The initial street address of the principal office of this corporation in the State of Florida shall be 14305 Briarthorn Dr., Tampa, Florida 33625, or at such other place as from time to time shall be fixed by the Board of Directors.

#### ARTICLE VI

The corporation shall have perpetual existence.

#### ARTICLE VII

This corporation initially shall have two ( 2 ) directors. The number of directors may be increased or diminished from time to time by action in accordance with the By-Laws of the corporation.

#### ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless otherwise provided by the By-Laws, shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified are:

**Larry A. DREW**  
PO Box 20181  
Tampa, Florida 33622

**LOIS I. DREW**  
14305 Briarthorn Dr.  
Tampa, Florida 33625

All of the said directors are at least twenty-one (21) years of age and are citizens of the United States.

#### ARTICLE IX

The names and street addresses of the first officers who, unless otherwise provided by the By-Laws, shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified are:

**President:** **Larry A. Drew**  
PO Box 20181  
Tampa, Florida 33622

**Vice President / Treasurer:** **Lois I. Drew**  
14305 Briarthorn Dr  
Tampa, Florida 33625

#### ARTICLE X

The name and street address of the subscriber of these Articles of Incorporation is Lois I. Drew, 14305 Briarthorn Dr., Tampa, Florida 33625.

#### ARTICLE XI

For the regulation of the business and for the conduct of the affairs of the corporation, to create, divide, limit and regulate the powers of the corporation, the Directors and the Stockholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the corporation, except as the Stockholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the incorporators, of the Stockholders and of the Directors of the corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion, the Board of directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the corporation or shares of its own capital stock, to such extent, in such manner and upon such terms as the Board of Directors may deem expedient, but any shares of such capital stock so purchased or acquired may not be resold unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the corporation's capital stock.

(e) The Board of Directors shall have the power of fixing the compensation, by way of salaries and/or bonuses, and/or pensions, of the employees, the agents, the officers, and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee, which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the By-Laws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.

(g) Any one or more or all of the directors may be removed either with or without cause, at any time, by the vote of the stockholders holding a majority of the stock entitled to vote of the corporation, at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the By-Laws.

(h) Any officers of the corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(i) The stockholders may, by unanimous written consent filed with the secretary of the corporation as part of the corporate records, provide that the business of the corporation shall be managed by the stockholders rather than a board of directors.

(j) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of this corporation is or are interested in or is a director or officer or directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the directors or officers of the corporation are personally interested therein. Any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors or officer or officers of this corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be in antwise interested.

(k) Subject always to By-Laws made by the Stockholders, the Board of Directors may make By-Laws and from time to time alter, amend or repeal any By-Laws, but any By-Laws made by the Board of Directors may be altered or repealed by the Stockholders.

(l) No holder of shares of the capital stock of any class of the corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in it's description shall determine, be offered to more than one class of stock, in such proportions as between said classes of stock as the Board of Directors in it's discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the corporation of any class or classes; and the Board of Directors is hereby expressly authorized, in its discretion, in connection with the issue of any obligations or stock of the corporation ( but wiyhout intending hereby to limit its general power so to do in any other class) to grant rights or options to purchase stock of the corporation of any class upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidence by such warrants or other instruments as it may deem advisable.

(m) The By-Laws of the corporation may provide for the indemnification of the officers and Directors of the corporation for their actions and omissions up to the maximum extent permitted by law.

#### ARTICLE XII

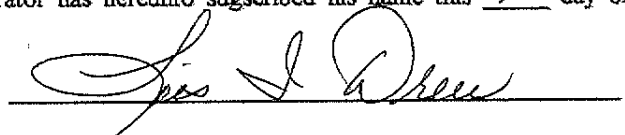
These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved by at a Stockholders' meeting by amajority of the stoick entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XIII

**DIVERSIFIED EQUITIES REAL ESTATE INVESTMENT CONSULTANTS, INC.**, desiring to organize under the laws of the state of Florida with it's principal office, as indicated herein, located at in the City of Tampa, State of Florida has named Lois I. Drew, located at 14305 Briarthorn Dr., City of Tampa, County of Hillsborough, State of Florida, as it's agent to accept service of process within the state, to serve in such capacity until such time as his successor is selected and duly designated.

The mailing address for **DIVERSIFIED EQUITIES REAL ESTATE INVESTMENT CONSULTANTS, INC.**, shall be, 14305 Briarthorn Dr., Tampa, Florida 33625.

IN WITNESS WHEREOF, the above named incorporator has hereunto suscribed his name this 9 day of September, 1998.



ACKNOWLEDGEMENT:

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

By:

Lois I. Drew

(Registered Agent)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer, this day personally appeared Lois I. Drew, to me well known and well known to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida this 9 day of September 1998.



Kelly Annette Alvarez  
MY COMMISSION # CG699093 EXPIRES  
November 5, 2000  
BONDED THROUGH TROY FAIR INSURANCE, INC.

Notary Public, State of Florida at Large

MY COMMISSION EXPIRES:

[Signature]

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