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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: *Real Corp Properties, Inc.*
~~PROPERTY HOLDINGS, INC.~~

AUDIT NUMBER.....H98000017952

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

EMPIRE

SUBJECT: PROPERTY HOLDINGS, INC.
REF: W98000022126

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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NAME CONFLICT IS PROPERTY HOLIDGS COMPANY 1.

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Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION

-of-

REALCORP Properties, Inc.

ARTICLE I - Name

The name of this corporation is REALCORP Properties, Inc.

ARTICLE II - Duration

This corporation shall exist in perpetuity.

ARTICLE III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd., Suite 350-N, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is: Jill Anderson.

ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

1308 Drexel Avenue, Suite 108
Miami Beach, Florida 33139

Jill Anderson, Esquire
FBN# 934313
4000 Hollywood Blvd., Suite 350-N
Hollywood, FL 33021

(954) 962-8889

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ARTICLE VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Alan Griffiths
1308 Drexel Avenue, Suite 108
Miami Beach, Florida 33139

Costas Hatzis
1308 Drexel Avenue, Suite 108
Miami Beach, Florida 33139

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is: Jill Anderson, Esquire, 4000 Hollywood Blvd., Suite 350-N, Hollywood, Florida 33021.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

ARTICLE X - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of September, 1998.


JILL ANDERSON

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jill Anderson to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 29th day of September, 1998.


NOTARY PUBLIC

My Commission Expires:



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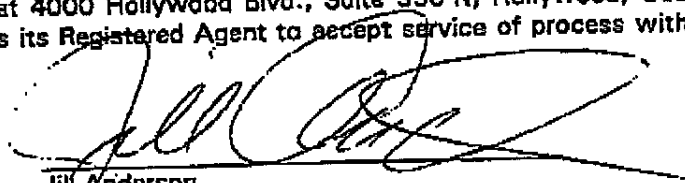
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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is REALCORP Properties, Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Jill Anderson, Esquire, located at 4000 Hollywood Blvd., Suite 350-N, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.



Jill Anderson
Resident Agent

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