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NAME: P.A.R.T.N.E.R.S., INC.

AUDIT NUMBER.....H98000020283

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

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PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1998

EMPIRE

SUBJECT: P.A.R.T.N.E.R.S., INC.
REF: W98000024716

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STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

p.a.r.t.n.e.r.s. Unlimited, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation:

- FIRST: Corporate Name. The name of the corporation is p.a.r.t.n.e.r.s. Unlimited, Inc.
- SECOND: Term of Existence. This corporation shall have perpetual existence.
- THIRD: Nature of Business. This corporation shall engage in any lawful activity permitted by the laws of the United States and the state of Florida more specifically real estate broker.
- FOURTH: Capital Stock. This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.
- FIFTH: Voting rights. Except as otherwise provided by law the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.
- SIXTH: Pre-emptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

Robert Felix, CPA
9050 Pines Blvd. Ste 359
Pembroke Pines, Florida 33024
Phone: (954) 436-8850

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SEVENTH: Initial Principal Office of Registered Agent: The street address of the initial registered agent and principal office of this corporation is:

9050 Pines Boulevard Ste 359
Pembroke Pines, Florida 33024

and the name of the initial registered agent of this corporation at that address is

Robert Felix

EIGHTH: Incorporator. The persons signing these Articles of Incorporation have the following names and addresses:

Patrice Spychella
308 SE 10th Street
Deerfield Beach, FL 33441

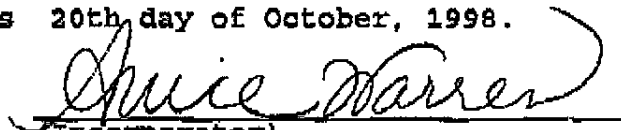
Elija Black
471 Ne 210 Circle Terrace #201
North Miami Beach, FL 33179

Avice Warren
14500 SW 106th Court
Miami, FL 33176

NINTH: By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

TENTH: Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 20th day of October, 1998.


(Incorporator)

Robert Felix, CPA
9050 Pines Blvd. Ste 359
Pembroke Pines, FL 33024
Phone: 954-436-8850

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

Pursuant to the provisions of section 617.0501, Florida Statutes,
the undersigned corporation, organized under the laws of the
State of Florida, submits the following statement in designating
the registered office/registered agent, in the State of Florida.

First-That p.a.r.t.n.e.r.s Unlimited, Inc. desiring
(Name of Corporation)
to organize under the laws of the State of Florida has with its
(Florida)
principal office, as indicated in the articles of incorporation
at City of Pembroke Pines
(City) Broward
(County)
State of Florida has named Robert Felix
(State) (Name of Resident Agent)
located at 9050 Pines Blvd. Ste 359
(Street address and number of building
Post Office Box Address not acceptable)
City of Pembroke Pines, County of Broward State of
(City) (County)
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named as registered agent and to accept service
of process for the above stated corporation, at the place
designated in this certificate, 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 relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligation of my position as
registered agent.

By

Robert Felix
Signature
Registered Agent

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