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To:
Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE
4-5-99

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

James Riley Real Estate & Appraising, Inc.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
James Riley Real Estate & Appraising, Inc.

Article II. Address

The mailing address of the Corporation is:
James Riley Real Estate & Appraising, Inc.
239 N.W. Wildwood Circle
Deerfield Beach FL 33442

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
James F. Riley
239 N.W. Wildwood Circle
Deerfield Beach FL 33442

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

James F. Riley
Michael S. Riley

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.001 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 5, 1999.

The undersigned incorporator executed these Articles of Incorporation on April 6, 1999.


CORPORATE CREATIONS INTERNATIONAL INC.

Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

James Riley Real Estate & Appraising, Inc.

REGISTERED AGENT/OFFICE:

James F. Riley
239 N.W. Wildwood Circle
Deerfield Beach FL 33442

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JAMES F. RILEY

by G.K. Kuroda as attorney-in-fact

Date: April 6, 1999

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