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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

THE REAL ESTATE EMPIRE, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE REAL ESTATE EMPIRE, INC.**

**ARTICLE I
NAME**

The name of the Corporation is **THE REAL ESTATE EMPIRE, INC.**

**ARTICLE II
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

The principal place of business shall be: 1081 N.W. 127 Court Miami, Florida 33182

**ARTICLE III
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants of any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 1081 N.W. 127 Court, Miami, Florida 33182. The registered Agent is Jesus Sandor Castanon at 1081 N.W. 127 Court, Miami, Florida 33182.

Prepared By: Jesus Sandor Castanon
1081 N.W. 127 Court
Miami, Florida 33182
Phone#(305)-458-0337

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

| <u>NAMES</u> | <u>ADDRESSES</u> |
|-----------------------|---|
| Jesus Sandor Castanon | 1081 N.W. 127 Court Miami, Florida 33182 |
| Linda Castanon | 1081 N.W. 127 Court Miami, Florida 33182 |

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Jesus Sandor Castanon at 1081 N.W. 127 Court, Miami, Florida 33182.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 14th day of May, 1999.



Jesus Sandor Castanon

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, 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.

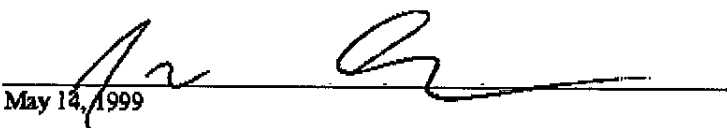
1. The name of the corporation is: **THE REAL ESTATE EMPIRE, INC.**
2. The name and address of the Registered agent is Jesus Sander Castanon,
1081 N.W. 127 Court, Miami, Florida 33182

Signature:
Title:
Date:


Registered Agent and Incorporator
May 14, 1999

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 agreed 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 obligations of my position as registered agent.

Signature:
Date:


May 14, 1999

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