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June 14, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002906611--4
-06/16/99--01067--014
*****78.50 *****78.50

Re: REAL ESTATE PROPERTIES GROUP, INC.

Dear Sir/Madam:

We are enclosing an original and one copy of the Articles of Incorporation for the captioned organization together with our check in the amount of \$78.50 for your filing fees. If you find the same to be in order, please file the Articles and return one certified copy of same to the attention of the undersigned in the enclosed self-addressed, stamped envelope. Thank you.

Very truly yours,

Leslie Robert Evans & Associates, P. A.

Sally G. Kendig

Sally G. Kendig
Legal Assistant

sgk
Encl(s)

FILED
99 JUL 13 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~7-13~~
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 1999

LESLIE ROBERT EVANS & ASSOCIATES, P.A.
375 S. COUNTY RD., SUITE 218
PALM BCH, FL 33480

SUBJECT: PROPERTIES GROUP, INC.
Ref. Number: W99000014768

We have received your document for PROPERTIES GROUP, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 099A00033719

ARTICLES OF INCORPORATION
OF

REAL ESTATE PROPERTIES GROUP, INC.

(A FLORIDA CORPORATION)

FILED
99 JUL 13 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purposes of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that I have become such corporation under and pursuant to the following Articles of incorporation:

ARTICLE I

The name of the corporation is:

REAL ESTATE PROPERTIES GROUP, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

One Thousand (1,000) Shares Without Par Value.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be and is the sum of Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation shall be and is: 30 Park Drive, # 11, Bal Harbour, Florida 33154.

ARTICLE VII

The number of the Directors of this corporation shall be One. That number may be increased from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and address of the first Board of Director, who subject to the provision of this Certificate of Incorporation, by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until successors are elected and qualified.


NAME
John L. de Olazarra

STREET ADDRESS
30 Park Drive, # 11
Bal Harbour, FL 33154

ARTICLE IX

The street address of the initial registered office of the corporation shall be 30 Park Drive, # 11, Bal Harbour, Florida 33154, and the name of the initial registered agent of the corporation at the address is John L. de Olazarra.

IN WITNESS WHEREOF, I the undersigned, incorporator has hereunto set my hand this 11th day of June A.D. 1999, for the purpose of forming this corporation under the office of the Secretary of State of Florida, and certify that the facts stated herein in these Articles of Incorporation are true.


John L. de Olazarra
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John L. de Olazarra, an individual residing in this state, having a business office identical with the registered office of the corporation named above and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the registered Agent under Section 607.0505, Florida Statutes.

By:


John L. de Olazarra

REAL ESTATE PROPERTIES GROUP, INC.

Dated: 6-11-99

FILED
99 JUL 13 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FL 32399