

P990000 80702

August 31, 1999

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

RE: Articles of Incorporation for
Genesis Realty Corporation

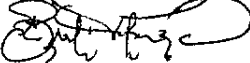
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*****78.75 *****78.75

Dear Division of Corporation:

Enclosed, please find a check in the amount of \$78.75; along with an original and one copy of Genesis Realty Corporation. Articles of Incorporation. Please mail me back the extra copy to my office located at 2000 South Dixie Highway, Suite 104A, Coconut Grove, Florida 33133.

I thank you in advance for your cooperation in this matter. If you have any questions, please feel free to contact me at my toll free number (800) 836-8692.

Sincerely,



Bert Velunza

FILED
99 SEP -7 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GENESIS REALTY CORPORATION**

FILED
99 SEP -7 AM 10: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the law of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

GENESIS REALTY CORPORATION

The principal place of business of this corporation shall be 2000 South Dixie Highway, Suite 104A, Coconut Grove, Florida 33133.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall

have all of the powers vested in a corporation organized under existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.0001 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent is 2000 South Dixie Highway, Suite 104A, Coconut Grove, Florida 33133 and the name of the initial registered agent of the corporation at that address is **Bert Alexsander Velunza**

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the by-laws of the corporation, but shall not be less than one nor more than seven. The initial director is:

Bert Alexsander Velunza

2000 South Dixie Highway, Suite 104A

Coconut Grove, Florida 33133

ARTICLE VII

The initial director shall hold office until the first annual meeting of the shareholders or until their successor(s) shall be duly elected or appointed and qualified.

ARTICLE VIII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all person participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

The directors shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

Bert Alexsander Velunza
2000 South Dixie Highway
Suite 104A
Coconut Grove, Florida 33133

ARTICLE XI

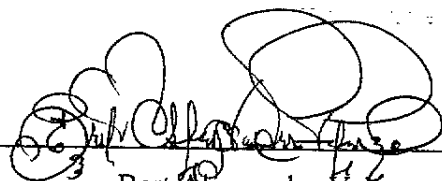
The directors shall adopt the initial Bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at 2000 South Dixie Highway, Suite 104A, Coconut Grove, Florida,
this 23rd day of August, 1999.

By:


Bert Alexander Velunza

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **Bert Alexander Velunza**, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he freely and voluntarily executed the said Articles of Incorporation under the authority duly vested by said corporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 23rd day of August, 1999.



Notary Public State of Florida at Large



**CERTIFICATE OF DESIGNATING
RESIDENT AGENT AND RESIDENT OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION
GENESIS REALTY CORPORATION**

Desiring to organize under the law of the State of Florida, hereby designates Bert
Alexsander Velunza as its registered agent and 2000 South Dixie Highway, Suite 104A,
Coconut Grove, Florida 33133 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree
to act in such capacity for such corporation as its registered office.

By: _____

BERT ALEXSANDER VELUNZA

FILED
99 SEP -7 AM 10:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **Bert Alexsander Velunza** to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of August, 1999.

Angela G. [Signature]

Notary Public, State of Florida at Large

