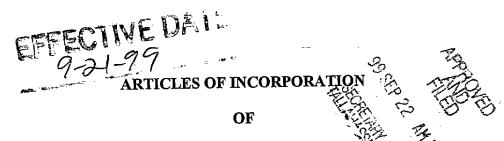
CAPITAL CONNECTION, INC. 73703

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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EFFECTIVE DATE 9-21-99	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File
	Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Certificate of Fictitious Name
Signature Requested by: 9/2/99 9/28 Date Time	Corp Record Search Officer Search Fictitious Search Vehicle Search Driving Record UCC 1 or 3 File UCC 11 Search
Time	UCC 11 Retrieval



LUXURY HOME BROKERS OF AMERICA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: The name of the corporation is LUXURY HOME BROKERS OF AMERICA, INC.

ARTICLE II: The corporation shall exist for perpetuity commencing on the date of execution of these Articles.

ARTICLE III: This corporation is organized for any and all lawful business allowed under the laws of the State of Florida or the United States of America.

ARTICLE IV: The corporation is authorized to issue 500 shares of common stock, with a par value of \$1.00 each.

ARTICLE V: The street address of the initial registered office of this corporation is 50 North A1A, Suite 103, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of the corporation at that address is BARTLETT & HEEKIN, P.A.

ARTICLE VI: The principal place of business of this corporation shall be 50 North A1A, Suite 103, Ponte Vedra Beach, Florida 32082.

ARTICLE VII: This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JACK MC CARTHY 102 Sanchez Court Ponte Vedra Beach, FL 32082

BARON L. BARTLETT 50 North A1A, Suite 103 Ponte Vedra Beach, FL 32082

ARTICLE VII: The name and address of the person signing these Articles is Baron L. Bartlett, of BARTLETT & HEEKIN, P.A., 50 North A1A, Suite 103, Ponte Vedra Beach, Florida 32082.

ARTICLE IX: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, 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 2 day of September, 1999.

BARTLETT & HEEKIN, P.A.

BARON'L. BARTLETT - Decolor

STATE OF FLORIDA COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared BARON L. BARTLETT of BARTLETT & HEEKIN, P.A., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 2154 day of September, 1999.

Ten L Eyler

My Commission CC817170

Expires March 14, 2003

NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for Luxury Home Brokers of America, Inc., at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

Dated this day of September, 1999.

BARTLETT & HEEKIN, P.A.

BARON L. BARTLETT

