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FLORIDA PROFIT CORPORATION OR P.A.

RESIDENTIAL EQUITY INVESTMENT, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
RESIDENTIAL EQUITY INVESTMENT, INC.**

The undersigned, acting as incorporator of **RESIDENTIAL EQUITY INVESTMENT, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **RESIDENTIAL EQUITY INVESTMENT, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The Corporation is authorized to issue Twenty-Five Thousand (25,000) shares of Class "A" Common Stock, with a par value of One and 00/100 Dollar (\$1.00), and Twenty-Five Thousand (25,000) shares of Class "B" Common Stock, with a par value of One and 00/100 Dollar (\$1.00). The shares of Class "A" Common

THIS INSTRUMENT WAS PREPARED BY:
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Stock and the shares of Class "B" Common Stock shall each have different voting rights, as follows:

Class "A" Common Stock - Each share shall be entitled to one (1) vote on each matter as to which the shareholders are entitled to vote; and

Class "B" Common Stock Each share shall be entitled to ninety (90) votes on each matter as to which the shareholders are entitled to vote.

The shares of Class A Common Stock and Class B Common Stock shall not constitute separate voting groups; but rather shall constitute one complete voting group for purposes of quorum and voting requirements. In all respects other than voting rights as set forth herein, including, without limitation, dividend rights and rights upon dissolution, the rights of the shares of Class "A" Common Stock and of the shares of Class "B" Common Stock shall be the same.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Stuart K. Hoffman, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

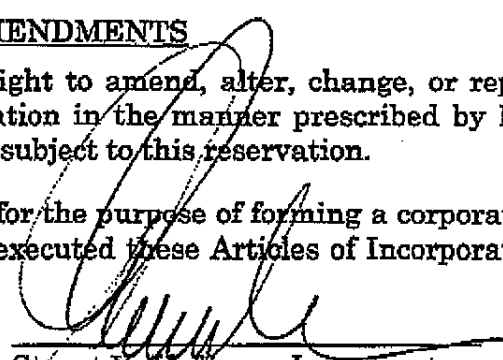
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of November, 1999.


Stuart K. Hoffman, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:


That **RESIDENTIAL EQUITY INVESTMENT, INC.**, desiring to
organize under the laws of the State of Florida with its initial registered office as
indicated in the Articles of Incorporation at 701 Brickell Avenue, Suite 3000,
Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation
named above, at the place designated in this certificate, the undersigned agrees to
act in that capacity, to comply with the provisions of the Florida Business
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 19th day of November, 1999.

**INTRASTATE REGISTERED
AGENT CORPORATION**

By: 
Name: Steven H. Hagen
Title: Vice President

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