

MARTIN E. PONS  
ATTORNEY AT LAW

SUNSET OFFICE PARK  
9370 SUNSET DRIVE  
SUITE A-100  
MIAMI, FLORIDA 33173

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December 3, 1999

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

700003064347--5  
-12/08/99--01046--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Houseguide, Inc.

To whom this may concern:

Enclosed find Articles of Incorporation as to the above named corporation.

I am also enclosing check in the amount of \$122.50 representing your filing fee. Please return the Certificate of Incorporation to the undersigned.

If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,



MARTIN E. PONS

FILED  
99 DEC -8 PM 1:25  
TALLAHASSEE, FLORIDA

MEP:aa

Enclosures

MEP 99

ARTICLES OF INCORPORATION

OF

HOUSEGUIDE, INC.

ARTICLE I - NAME

The name of this corporation is HOUSEGUIDE, INC., with its principal office at Sunset Office Park, 9370 Sunset Drive, Suite A-100, Miami, Florida 33173.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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The street address of the initial registered office of the corporation is 9370 Sunset Drive, Suite A-100, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is MARTIN E. PONS.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is as follows:

EMILIO J. CARDENAL  
c/o Interinvestments Realty, Inc.  
760 N.W. 107<sup>th</sup> Avenue, Suite 208  
Miami, Florida 33172

#### ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

EMILIO J. CARDENAL  
c/o Interinvestments Realty, Inc.  
760 N.W. 107<sup>th</sup> Avenue, Suite 208  
Miami, Florida 33172

#### ARTICLE IX - BYLAWS

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

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by

person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

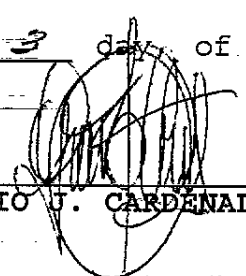
**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV - AMENDMENT**

This 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.

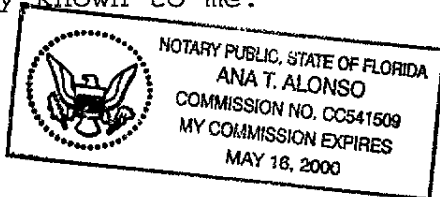
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3 day of December, 1999.

  
\_\_\_\_\_  
EMILIO J. CARDENAL

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3rd

day of December, 1999, by EMILIO J. CARDENAL, who is  
personally known to me.



Ana T. Alonso  
Notary Public  
Print Name: ANA T. ALONSO  
My Commission Expires: 3/16/00

I, the undersigned, having been named as initial Registered  
Agent of the corporation in the foregoing Articles of Incorporation  
hereby accept said office and will serve in said capacity.

Martin E. Pons  
MARTIN E. PONS  
Registered Agent

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