

96000072584

FD-30-996 11:40 FROM DEPARTMENT OF STATE
8/27/96 FLORIDA DIVISION OF CORPORATIONS
11:40 PM PUBLIC ACCESS SYSTEM
(((H96000012008))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: BERMAN WOLFE & RENNETT,
P.A.

DEPARTMENT OF STATE 100 SE SECOND ST., STE.
3500 INTERNATIONAL PLACE
STATE OF FLORIDA MIAMI FL 33131-21309-0000
400 EAST GAINES STREET CONTACT: CHRISTINA DE HOWARTZ
TALLAHASSEE, FL 32399 PHONE: (305) 577-4166
FAX: (904) 922-4000 FAX: (305) 373-6036
(((H96000012008))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: WL HOLDING CORP.
FAX AUDIT NUMBER: H96000012008 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/27/1996 TIME REQUESTED: 16:49:39
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER:
076103002011

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000012008)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 AUG 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FL 32303

[Handwritten signature]
[Handwritten signature]

RECEIVED
96 AUG 30 PM 12:05
DIVISION OF CORPORATIONS

H96000012008

**ARTICLES OF INCORPORATION
OF
JL HOLDING CORP.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

JL HOLDING CORP.

Article II

DURATION

This corporation shall exist perpetually.

ARTICLE III

NATURE OF BUSINESS

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

FILED
96-AUG-30-PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000012008

This document prepared by:
Leon J. Wolfe, Esq.
Florida Bar No. 327247
Berman Wolfe & Rennert, P.A.
100 S.E. 2nd Street, #3500
Miami, FL 33131
(305) 577-4177

H96000012008

H96000012008

ARTICLE IV**MAILING ADDRESS**

The initial mailing address of the corporation is:

2121 Ponce de Leon Boulevard, Suite 650
Coral Gables, Florida 33134

ARTICLE V**CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is c/o Berman Wolfe & Rennert, P.A., 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Leon J. Wolfe.

ARTICLE VII**DIRECTORS**

(a) Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

H96000012008

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Name
Street Address

Jorge Lopez

2121 Ponce de Leon Boulevard, Suite 650
Coral Gables, Florida 33134

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

H96000012008

ARTICLE IX

BYLAWS

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

ARTICLE X

INCORPORATOR

The name and street address of the incorporator of this corporation is:

LEON J. WOLFE
35th Floor, International Place
100 Southeast Second Street
Miami, Florida 33131-2130

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ALD-30-1996 11143 FROM DERRICK WOLFE REMINERT

TO

TALLAHASSEE P.06/07

H96000012008

IN WITNESS WHEREOF, the Incorporator has executed these Articles on August 28, 1996.


Leon J. Wolfe

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on August 28, 1996, by Leon J. Wolfe, who is personally known to me, and who did not take an oath.

My Commission




Notary Public,
State of Florida at Large

RECORDED
FILE
375/82
1997
INDEXED
SERIALIZED

RECORDED
FILE
375/82
1997
INDEXED
SERIALIZED

H96000012008

H96000012008

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

JL HOLDING CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2121 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33134, has named Leon J. Wolfe, located at 35th Floor, International Place, 100 Southeast Second Street, Miami, FL 33131-2130, as its agent to accept service of process within Florida.



Leon J. Wolfe, Incorporator
Dated: August 28, 1996

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Leon J. Wolfe, Registered Agent
Dated: August 28, 1996

G:\JW\CORNERSTUL HOLDING CORP\AO-BYLAWS

FILED
96 - AUG 30 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA