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3/26/98

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FLORIDA DIVISION OF CORPORATIONS  
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((H98000005903 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: JAZZ GIANTS, INC.

AUDIT NUMBER.....H98000005903

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-3/27/98

ARTICLES OF INCORPORATION  
OF  
**JAZZ GIANTS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **JAZZ GIANTS, INC.**

The principal place of business of this corporation shall be:

**1313 LAS OLAS BLVD.  
FT. LAUDERDALE, FL 33301**  
ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time

**1000 SHARES**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

- **Mr. Abraham Lang, President**  
1313 Las Olas Blvd.  
Ft. Lauderdale, FL 33301
- **Ms. Toni Bishop, Vice President**  
1313 Las Olas Blvd.  
Ft. Lauderdale, FL 33301
- **Mr. Jan Shapiro, Sec'y-Treas.**  
1313 Las Olas Blvd.  
Ft. Lauderdale, FL 33301

**FILED**  
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 TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

DENNIS P. KOEHLER, P.A.  
1280 N. CONGRESS AVE., SUITE 104  
WEST PALM BEACH, FL 33409

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 26th day of March 1998.

Signature(s) of incorporator(s)

Dennis P. Koehler

\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

JAZZ GIANTS, INC.

2. The name and address of the registered agent and office is:

DENNIS P. KOEHLER, P.A.

(P.O. BOX NOT ACCEPTABLE)

1280 N. CONGRESS AVE., SUITE 104

(CITY/STATE/ZIP)

WEST PALM BEACH, FL 33409

SIGNATURE

*Dennis Koehler*

TITLE

INCORPORATOR

DATE

March 26, 1998

98 MAR 27 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*Dennis Koehler*

DATE

March 26, 1998