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RIVIERA PROFESSIONAL BUILDING, SUITE 301
4875 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146-2101
TELEPHONE (305) 665-0414
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LAURA L. RUSSO
EDMUND P. RUSSO
RONALD O. BAKER
ELSA ALVAREZ
ROBERT P. DALZIELLE

January 11, 1996

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Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: JM Properties Group, Inc.

Dear Sir or Madam:

Enclosed please find the following documents required to register the above referenced foreign profit corporation to transact business in Florida:

1. Application
2. Certificate of Corporate Existence
3. This firm's check in the sum of \$87.50 which represents your filing fee, registered agent designation fee and your fee for two (2) certificates of status.

If you should have any questions, do not hesitate to contact this office.

Sincerely yours,

RUSSO, BAKER & ALVAREZ, P.A.


LAURA L. RUSSO

dh

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11/18

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Laura L. Russo
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Name and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: DENISE CALIGIURI
676 Russo, Baker & Alvarez, P.A.Address: 4675 Ponce de Leon Blvd. #301
Coral Gables, FL 33146

Director: _____

Address: _____

B. OFFICERS

President: DENISE CALIGIURI
676 Russo, Baker & Alvarez, P.A.Address: 4675 Ponce de Leon Blvd. #301
Coral Gables, FL 33146

Vice President: _____

Address: _____

Secretary: _____

Address: _____

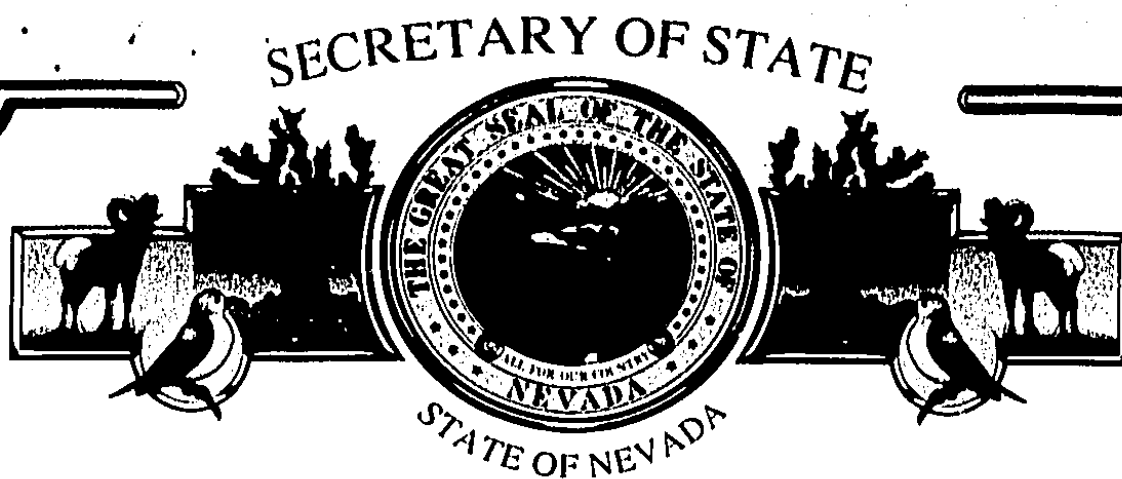
Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

* 13. Denise M. Caligiuri
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DENISE CALIGIURI, PRESIDENT
(Typed or printed name and capacity of person signing application)



**CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **JM PROPERTIES GROUP, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office,
Carson City, Nevada, this 2ND day of JANUARY, 1999



Dean Heller

Secretary of State

By *Maureen McFall*

Certification Clerk

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DIVISION OF CORPORATIONS
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