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TRANSMITTAL LETTER

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

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-06/09/97--01174-014
****122.50 ****122.50

Jonsof Corp.

SUBJECT: _____

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for Filing Fee & Certified Copy.

FROM: Felipe Batlle

Name (printed or typed)
P.O. Box 55-7441

Address
Miami, Florida 33255-7441

City, State & Zip
(305) 665-2162

Daytime Telephone Number

FILED
97 JUN -9 PM 3:53
TALLAHASSEE, FLORIDA

b:transltr 06/02/97

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ARTICLES OF INCORPORATION
OF
JONSOF CORP.

STATE
FLORIDA

WE, THE UNDERSIGNED, INCORPORATORS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY PRESENT THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PURSUANT TO THE FLORIDA BUSINESS CORPORATION ACT.

ARTICLE I
CORPORATE NAME

THE NAME OF THE CORPORATION SHALL BE: JONSOF CORP.

ARTICLE II
PRINCIPAL OFFICE
THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

12720 S.W. 97th STREET
Miami, Florida 33186

ARTICLE III
NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE IV
CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF ONE HUNDRED (100) SHARES OF STOCK OUTSTANDING AT ANY ONE TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE NO PAR VALUE.

ARTICLE V
INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED NO/100 (100.00) DOLLARS.

ARTICLE VI
DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE DATE WHEN THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN SHALL BE THE TIME OF SUBSCRIPTION AND ACKNOWLEDGEMENT OF THESE ARTICLES OF INCORPORATION.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

*Joe J. Hernandez
12720 S.W. 97th Street
Miami, Florida 33186*

ARTICLE VIII
DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

THE NAME AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE SLATE OF CORPORATE OFFICERS ARE AS FOLLOWS:

NAME	ADDRESS	TITLE
<i>Joe J. Hernandez</i>	<i>12720 S.W. 97th Street Miami, Florida 33186</i>	PRESIDENT/ TREASURER
<i>Alexandra O. Yaya</i>	<i>12720 S.W. 97th Street Miami, Florida 33186</i>	VICE-PRES/ SECRETARY

ARTICLE IX
INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

NAME	ADDRESS
<i>Joe J. Hernandez</i>	<i>12720 S.W. 97th Street Miami, Florida 33186</i>
<i>Alexandra O. Yaya</i>	<i>12720 S.W. 97th Street Miami, Florida 33186</i>

ARTICLE X
PRE-EMPTIVE RIGHTS

SHOULD ANY STOCKHOLDERS WISH TO DISPOSE OF HIS STOCK, IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONAFIDE OFFER BY ANY THIRD PERSON AND SAID STOCK SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF THE SAID STOCK IS NOT PURCHASED WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER AT THE PRICE OF THE BONAFIDE OFFER OF THE THIRD PERSON.

ARTICLE XI
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XII

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 02nd DAY OF June 1997.



Joe J. Hernandez



Alexandra O. Yaya

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

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is: **JONSOFF CORP.**
2. The name and address of the registered agent and office is:

Joe J. Hernandez
12720 S.W. 97th Street
Miami, Florida 33186

ACKNOWLEDGEMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Joe J. Hernandez

June 02, 1997

Date