

**McClaskey
&
Farr**

Attorneys and Counselors
at Law

Robert M. McClaskey, Jr., CPA
Neal E. Farr, LL.M.

1550 Madruga Avenue
Suite 120
Coral Gables, Florida 33146

Area Code 305
661-4600

Key West
203-0160

Fax
284-9186

Paralegals
Lucy F. Gutierrez, CLA
Aileen Conklin

A Partnership of
Professional Associations

F95000002018

April 10, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001454051
-04/12/95--01024--011
****122.50 ****122.50

Re: **JAG, Inc.**
**Application by Foreign Corporation for Authorization to Transact
Business in Florida**

To Whom It May Concern:

Enclosed are the following items:

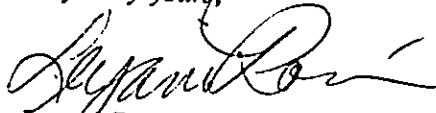
1. Original Application and one copy;
2. Original Certificate of Good Standing from the State of Delaware; and,
3. Check in the amount of \$122.50; and,
4. Federal Express airway bill and return envelope.

Please forward the certified copy of the Application to me in the enclosed overnight package.

If you have any questions or require any additional information, please contact me.

Thank you for your attention in this matter.

Very truly yours,



Leyan Roman
Legal Assistant to
Neal E. Farr

lr

Enclosures



546

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 10:33



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1995

MCCLASKEY & FARR
% LEYANI ROMAN
1550 MADRUGA AVE., SUITE 120
CORAL GABLES, FL 33146

SUBJECT: JAG, INC.
Ref. Number: W95000007864

We have received your document for JAG, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 495A00016763

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 4:10:33

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: JAG, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leyani Roman
(Name of Person)

McClaskey & Farr
(Firm/Company)

1500 Madruga Avenue, Suite #120
(Address)

Coral Gables, FL 33146
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Leyani Roman at (305) 661-4600
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:33

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned ZARA VITTO, do hereby certify
that this Resolution of the Board of Directors of JAG, INC.,
a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on APRIL 19, 19 95.

Resolved, that JAG, INC., organized
and existing in the State of DELAWARE, hereby adopts the
name JAG, INC. OF DELAWARE for use in Florida.

Dated: April 21, 1995


Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:33

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. JAG, INCORPORATED
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 2, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 2, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 330211
Coconut Grove, FL 33233
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida.)
9. **Name and street address of Florida registered agent:**
Name: Neal E. Farr, Esquire
Office Address: McClaskey & Farr
1550 Madruga Avenue, Suite #120
Coral Gables, Florida, 33146
(Zip Code)

10. Registered agent's acceptance:

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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 26 AM 10:33

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ZARA VITTO

Address: 90 Edgewater Drive, # 1119

Coral Gables, FL 33133

Vice President: _____

Address: _____

Secretary: ZARA VITTO

Address: 90 Edgewater Drive, # 1119

Coral Gables, FL 33133

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:33

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

13.

Zara Vitto
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

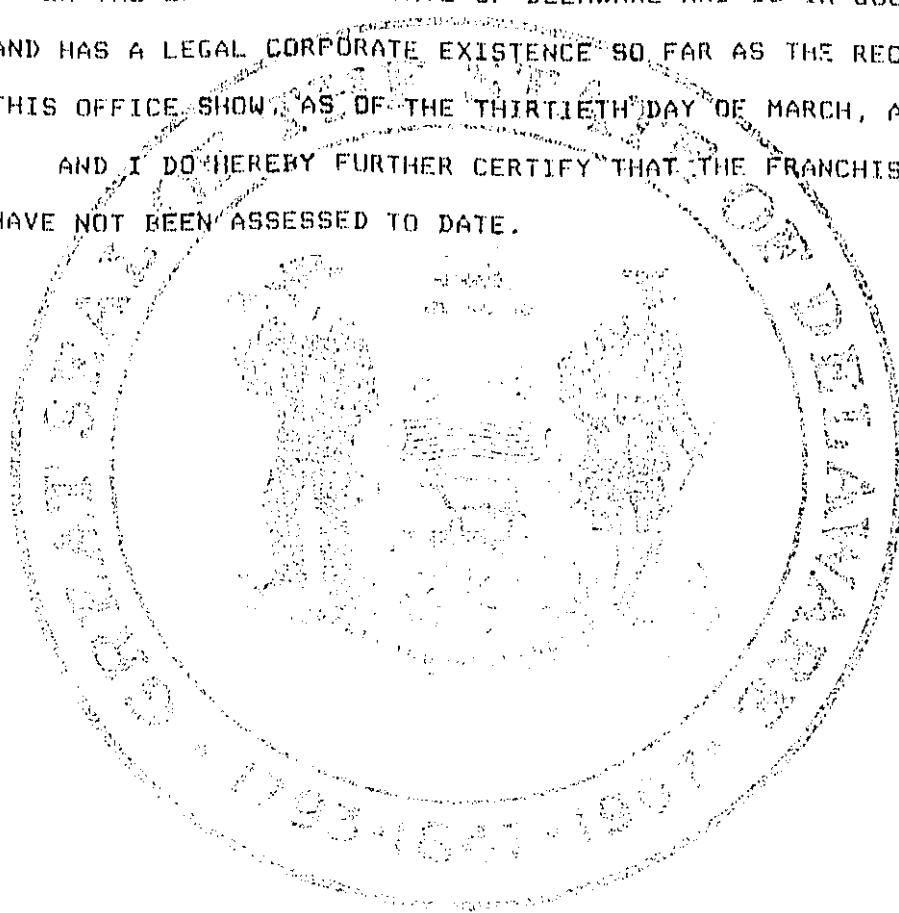
14.

ZARA VITTO
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JAG, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF PUBLIC AFFAIRS
95 APR 26 AM 10:34



Edward J. Freel

Edward J. Freel, Secretary of State

2485785 8300

950070708

AUTHENTICATION:

7456810

DATE:

03-30-95