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Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640PLEASE GIVE ORIGINAL SUBMISSION
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FLORIDA PROFIT CORPORATION OR P.A.

Re-submit~~JW ASSOCIATES, INC.~~

JWB Associates, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

CORPORATE & CRIMINAL RESEARCH

SUBJECT: JW ASSOCIATES, INC.
REF: W00000008071

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS J W ASSOCIATES, INC. DOC #P98000053699.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JWG ASSOCIATES, INC.

ARTICLE I

The name of the corporation is JWG ASSOCIATES, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The name and address of the Corporation's initial registered office is Corpdirect Agent, 103 N. Meridian Street, Lower Level, Tallahassee, Florida 32315.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is one (1), and name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

James W. Goldman
1221 Brickell Avenue
Miami, FL 33131

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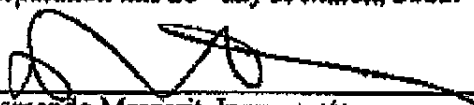
2000 MAR 24 PM 4: 48
H00000013277SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VII**

The name of the Incorporator is Fernando Margarit and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

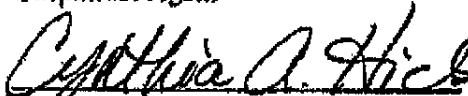
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of March, 2000.


Fernando Margarit, Incorporator**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of JWG ASSOCIATES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corpdirect Agent

Cynthia A. Hicks
as Agent for the Registered Agent

Dated: March 23, 2000