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LEIBY CONSTRUCTION LAW FIRM

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May 9, 2000

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+ Also Florida Certified Building Contractor

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Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for JAG Real Estate and Development, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$78.75 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Sincerely,



Richard E. Guttentag

REG/fc

Encls.

FILED
00 MAY 11 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
JAG REAL ESTATE AND DEVELOPMENT, INC.

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name and mailing address of this Corporation shall be:
JAG Real Estate and Development, Inc.
4595 Northwest 37th Court
Miami, Florida 33142

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00 MAY 11 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in the development of real property in the State of Florida and wherever else lawful, and in connection therewith to own property, to enter into contracts, to transact any lawful business related thereto, and to engage in activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
EXISTENCE

The duration of existence of the Corporation is perpetual, unless sooner dissolved according to Florida law.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business of this Corporation shall be 4595 Northwest 37th Court, Miami, Florida 33142.


ARTICLE V
CAPITAL STOCK

The aggregate number of shares that the Corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be: Richard E. Guttentag, Esq., 8551 West Sunrise Blvd., Suite 304, Fort Lauderdale, Florida 33322, to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.



ARTICLE VII
BOARD OF DIRECTORS

The number of Directors of the corporation shall be fixed by the bylaws of the corporation. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The initial Board of Directors shall consist of one (1) director whose name and address is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
David R. Guttentag	4595 Northwest 37 th Court Miami, Florida 33142

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until a successor is elected.

ARTICLE VIII
INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Richard E. Guttentag	8551 West Sunrise Blvd., Suite 304 Fort Lauderdale, Florida 33322

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X
BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws,

not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock. The bylaws of the corporation may be amended, altered or repealed by majority vote of either the directors or the shareholders of this corporation.

ARTICLE XI **CORPORATE POWERS**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications.

ARTICLE XII **COMMECEMENT**

Corporate existence will commence upon issuance of the Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, for the purpose of forming a corporation to do business within the State of Florida, has executed these Articles of Incorporation this 9th day of May, 2000.



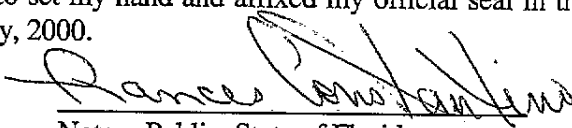
Richard E. Guttentag, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard E. Guttentag, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 9th day of May, 2000.



Notary Public, State of Florida

At Large

Frances Constantino

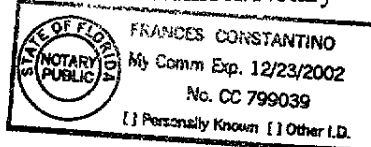
Written Name of Notary

8551 W. Sunrise Blvd, Ste 304

Address of Notary

Plantation, FL 33322

Commission Number/Notary



My Commission Expires:

ACCEPTANCE AS REGISTERED AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

JAG Real Estate and Development, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Richard E. Guttentag, who is located at 8551 West Sunrise Blvd., Suite 304, Fort Lauderdale, Florida, 33322 as its agent to accept service of process within this State.

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 STATUS 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.



Richard E. Guttentag

FILED
00 MAY 11 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA