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Attorney At Law
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June 22, 2000

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

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Re: ~~J.A.S., Consulting Inc.~~

Dear Sir:

Enclosed please find the original and one copy of the articles of incorporation for J.A.S. Consulting, Inc. Also enclosed is the filing fee in the amount of \$78.50. Please file same and return a certified copy in the self addressed stamped envelope.

If you have any questions, please feel free to contact me. Thank you in advance for your time and cooperation.

Very truly yours,



Joyce Goodman-Guenther, Esq.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2000

JOYCE GOODMAN-GUENTHER, ESQ.
KILLIAN PROFESSIONAL VILLAGE
10723 S.W. 104 STREET
MIAMI, FL 33176

SUBJECT: J.A.S. CONSULTING, INC.
Ref. Number: W00000016534

We have received your document for J.A.S. CONSULTING, INC.. However, the document has not been filed and is being returned for the following:

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.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 000A00036609

ARTICLES OF INCORPORATION

OF

J.A.S. CONSULTING GROUP, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I- NAME

The name of the corporation is J.A.S. CONSULTING GROUP, INC.

ARTICLE II- DURATION

The corporation shall have perpetual existence.

ARTICLE III- PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. This corporation will engage in consulting services.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having no par value.

ARTICLE V- ADDRESS

The initial principal office of this corporation is c/o Jerry Somma, 1 Bunker Place, Tequesta, Florida 33469.

The name of the initial Registered Agent and address is Joyce Goodman-Guenther, Esq., 10723 S.W. 104 Street, Miami, Florida 33176.

ARTICLE VI- DIRECTORS

The corporation shall have one (1) director. The director is Jerry Somma.

ARTICLE VII- PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it was offered to other. The sale of stock by the shareholder shall be limited and governed by a shareholder agreement.

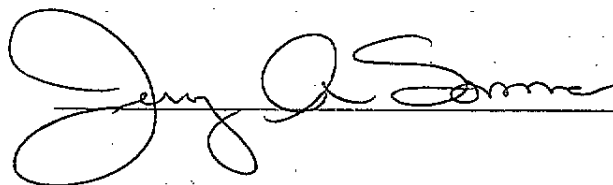
ARTICLE VIII- SUBSCRIBER

The name and street address of the incorporator of this corporation is as follows: Jerry Somma, 1 Bunker Place, Tequesta, Florida 33469.

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: Jerry Somma, President, 1 Bunker Place, Tequesta, Florida 33469.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 15 day of June, 2000.

A handwritten signature in cursive script, appearing to read "Jerry Somma", is written over a horizontal line.

STATE OF FLORIDA

COUNTY OF

Palm Beach

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DIVISION OF CORPORATIONS

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Before me, personally appeared Jerry Somma to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed. Personally known to me or who produced Florida Lic. as identification.

WITNESS my hand and seal in the county and state above named this 15th day of June 2000.



Donna M. Alianello
NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE

I certify that I am a permanent resident of Dade County, Florida, whose place of residence and post office address are set forth above. I accept the foregoing designation as Registered Agent.

Dated this 12 day of June 2000.

Joyce Goodman-Guenther
JOYCE GOODMAN-GUENTHER, ESQ.