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(1926-1995)

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HARRIS K. SOLOMON +
ROBERTA G. STANLEY ++
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+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER
** REGISTERED PATENT ATTORNEY
° BOARD CERTIFIED CITY, COUNTY &
LOCAL GOVERNMENT LAWYER

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October 5, 2000

Via Federal Express

FILED
OCT - 6 PM 1:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

Re: j & j associates, inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75, in payment of the filing fee. Please file the original Articles, certify the copy and return that certified copy to me in the envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

David F. Hanley

DAVID F. HANLEY

DFH:dh

Enclosures

cc: Philip J. Morgan, Esq.

10-9

ARTICLES OF INCORPORATION

OF

j & j associates, inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be j & j associates, inc. and the address of this Corporation is 2455 East Sunrise Boulevard, Suite #416, Fort Lauderdale, Florida 33304.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States of America, the State of Florida, or any other state, territory or nation.

This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall have and exercise all of the powers and purposes specified and allowable under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock of the par value of One

Dollar (\$1.00) each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 East Las Olas Boulevard, Suite #1800, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation at that address is Philip J. Morgan, Esq.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors, who, unless otherwise provided by the Bylaws of this Corporation, shall hold office and manage the affairs of the Corporation until their successors are elected or appointed and have qualified, are as follows:

Thomas E. Deitemeyer
2455 East Sunrise Boulevard
Suite #416
Fort Lauderdale, FL 33304

Roy Dan
2455 East Sunrise Boulevard
Suite #416
Fort Lauderdale, FL 33304

ARTICLE VII

INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Philip J. Morgan, Esq.
200 East Las Olas Boulevard, Suite #1800
Fort Lauderdale, Florida 33301

ARTICLE VIII

INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or any officer of the Corporation, or a director or officer of any other Corporation which he served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defenses or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statutes § 607.0850 (1999), and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE X

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation,

unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XI

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby

certify that the foregoing constitute the Charter of the above Corporation.

WITNESS my hand and seal this 5th day of October, 2000.


PHILIP J. MORGAN

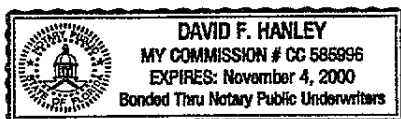
STATE OF FLORIDA

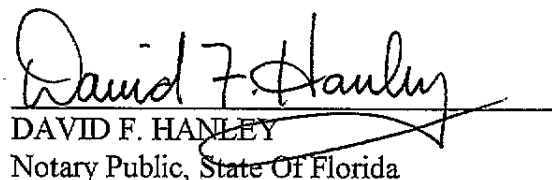
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared **PHILIP J. MORGAN**, who is personally known to me to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of October, 2000.

[NOTARY STAMP]



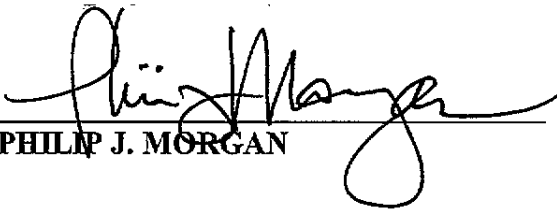

DAVID F. HANLEY
Notary Public, State Of Florida

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS

CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED this 5th day of October, 2000.


PHILIP J. MORGAN

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07/06/00

FILED
00 OCT -6 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA