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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 16, 2000

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*****78.75 *****78.75

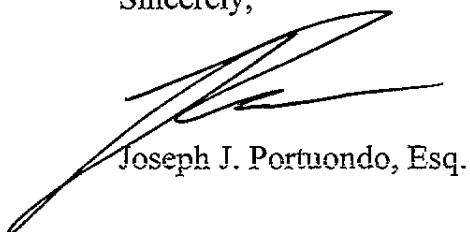
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Jasco General Holdings of South Florida, Inc.**
/Filing of Articles
Our File No. 8187.3

Dear Sir,

Enclosed herein please our Articles of Incorporation for Jasco General Holdings of South Florida, Inc. along with our check in the amount of \$78.75 representing the filing fee, the registered agent designation fee, and the certified copy fee. Please return the certified copy of the Articles to me at the above address.

Sincerely,



Joseph J. Portuondo, Esq.

Enclosures
cc: Mr. Steve Suarez



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2000

JOSEPH J. PORTUONDO, ESQ.
1200 BRICKELL AVE, SUITE 1480
MIAMI, FL 33131

SUBJECT: JASCO GENERAL HOLDINGS OF SOUTH FLORIDA, INC.
Ref. Number: W00000025656

We have received your document for JASCO GENERAL HOLDINGS OF SOUTH FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 700A00055577

ARTICLES OF INCORPORATION
OF
JASCO GENERAL HOLDINGS OF SOUTH FLORIDA, INC.
(A Florida For Profit Corporation)

FILED
00 NOV - 1 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Jasco General Holdings of South Florida, Inc.

ARTICLE II
ADDRESS

The principal office and mailing address of this corporation is:

Jasco General Holdings of South Florida, Inc.
Colonial Bank Centre
Suite 1480
1200 Brickell Avenue
Miami, Florida 33131

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one and no/100 dollar (\$1.00) par value common stock.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation, and the name of the registered agent of this corporation is:

Joseph J. Portuondo, Esq.
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131

ARTICLE VIII BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one. The director of this corporation is:

Steve Suarez.
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131

ARTICLE IX OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice-Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time

as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

President/Secretary/Treasurer
Steve Suarez.
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131

ARTICLE X
INCORPORATOR

The name and address of the person signing these articles is:

Joseph J. Portuondo, Esq.
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

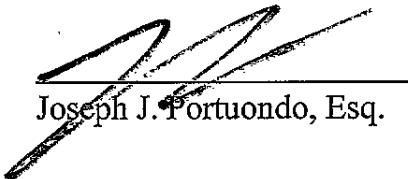
ARTICLE XII
BY-LAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XIII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 16th day of October, 2000.


Joseph J. Portuondo, Esq.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance by Registered Agent

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Joseph J. Portuondo, Esq.
Registered Agent