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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**JCV IMAGINE, INC.**

Certificate of Status	0
Certified Copy	1
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305 541 3770 P.02/07



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 6, 2001

EMPIRE

SUBJECT: JCV IMAGINE, INC.
REF: W01000005101

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

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

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

Becky McKnight
Document SpecialistFAX Aud. #: H01000024089
Letter Number: 001A00013661

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF:

JCV IMAGINE, INC.

ARTICLE I

NAME: The name of this corporation is: **JCV IMAGINE, INC.**

LOCATION: 19501 Biscayne Boulevard
Aventura Mall
Aventura, Florida 33180.

ARTICLE II

DURATION: This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE: This corporation is organized under the laws of the State of Florida, for the purposes of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue: **ONE HUNDRED (100)**
SHARES of **ONE HUNDRED DOLLARS (\$100)** par value common stock.

ARTICLE V

RIGHTS UPON LIQUIDATION OR DISSOLUTION: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

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ARTICLE VI

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

ARTICLE VII

INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT: The street address of the initialed registered office of this corporation is:

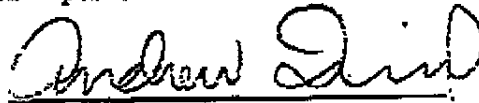
611 SE 13th Street
Suite 201
Dania, Florida 33004

The name of the initial registered agent of the corporation at that address is:

Andrew M. David, Esq.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated: MARCH 5, 2001



Registered Agent

Printed Name:

ANDREW M. DAVID

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

INITIAL BOARD OF DIRECTORS: This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The name of the initial directors of this corporation are as follows:

President: CARMEN VICTORIA PANTOJA

Vice President:

Secretary: JEAN FRANCOIS BILLON

ARTICLE IX

INCORPORATORS: The names and addresses of the persons signing these Articles are:

CARMEN VICTORIA PANTOJA **19501 Biscayne Blvd.**
 Aventura Mall
 Aventura, Florida 33180

ARTICLE X

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

RESTRICTIONS ON THE TRANSFER OF STOCK: Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

CARMEN VICTORIA PANTOJA 100 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation.

The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII

CUMULATIVE VOTING: At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of shares, or distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

CALLING OF SPECIAL MEETINGS: Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XIV


SHAREHOLDER QUORUM AND VOTING: Fifty percent (50%) of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent (50%) of the shares plus one represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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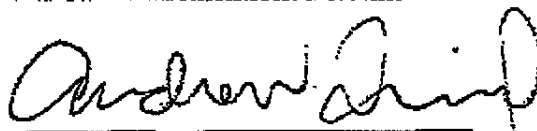
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of MARCH, 2001.



 Printed name:
 CARMEN VICTORIA PANTOJA
 19501 Biscayne Blvd.
 Aventura Mall
 Aventura, FL 33180

STATE OF FLORIDA)
 COUNTY OF MIAMI-DADE)

BEFORE ME the undersigned authority, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared: CARMEN VICTORIA PANTOJA to me known to be the person described in an who is personally known to who executed the same for purposes therein expressed.


7th WITNESS my hand and seal in the County and State aforementioned on this day of MARCH, 2001.



 Notary Public, State of Fla. At Large

 Andrew M David
 My Commission CC000046
 Expires May 21, 2004

Printed Name:
ANDREW M. DAVID, ESP.

My Commission Expires:

 Andrew M David
 My Commission CC000046
 Expires May 21, 2004

 Andrew M David
 My Commission CC000046
 Expires May 21, 2004

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