

PO1000033798

**Abrams Anton P.A.**

Maynard Abrams  
1916-1992\*

Mitchell L. Adler  
Laurence I. Blair x  
Milton S. Blaut x  
M. Keith Lipscomb  
Alan B. Cohn x  
Maurice M. Garcia  
Gene K. Glasser x  
William S. Kramer o  
Leonard Robbins

Paul B. Anton  
1927-1981

Kenneth A. Rubin  
Reuben M. Schneider  
x  
Peter R. Siegel  
Marc Jay Tannen  
Jack F. Weins  
David Weisman o

Of Counsel  
Stanley D. Gottsegen ¶

One Boca Place • Suite 411E  
2255 Glades Road  
Boca Raton, Florida 33431-7383

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(561) 994-2772  
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\* Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
o Board Certified Real Estate Lawyer

‡ Member of D.C. Bar  
X Member of N.Y. Bar  
¶ Member of Ohio Bar

March 16, 2001

Reply To: Boca Raton  
File No.:

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

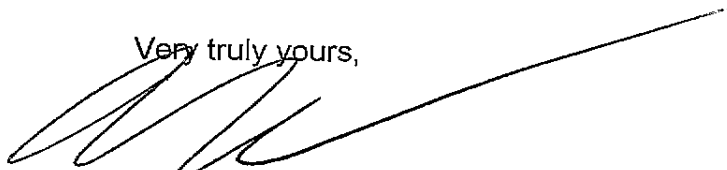
**Re: Articles of Incorporation  
JGM Enterprises, Inc.**

200003953242--7  
-04/03/01--01061--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,



William S. Kramer

WSK/tm

Enclosures

cc: Jan G. McAllister

**FILED**  
01 APR -3 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Established in 1947

REGISTER

APR 3 2001

W01-6161

law offices  
**Abrams Anton P.A.**

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File No.:

March 27, 2001

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and Probate Lawyer  
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar  
X Member of N.Y. Bar  
¶ Member of Ohio Bar

Beth Register  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Articles of Incorporation**  
**JGM Enterprises, Inc.**  
Ref. Number: **W01000006161**

Dear Ms. Register:

Enclosed is a check in the amount of \$78.75 representing the amount necessary to file the Articles of Incorporation for the above-named entity. The Articles were previously sent to you on March 16, 2001, however, we failed to include the check for the filing fee. We apologize for any inconvenience this may have caused you. Please forward evidence of filing the Articles of Incorporation to the undersigned at your earliest convenience. A self-addressed stamped envelope is provided for your convenience.

Very truly yours,

  
Taryn L. Matteis  
Legal Assistant

WSK/tm

Enclosures

Established in 1947

**ARTICLES OF INCORPORATION  
OF  
JGM ENTERPRISES, INC.**

**FILED**  
01 APR -3 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the corporation is:

JGM ENTERPRISES, INC.

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal office or mailing address of this corporation is

23284 Lago Mar Circle  
Boca Raton, FL 33433

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is c/o Jan G. McAllister, 23284 Lago Mar Circle, Boca Raton, FL 33433, and the name of the initial registered agent of this corporation at that office is Jan G. McAllister.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Jan G. McAllister  
23284 Lago Mar Circle  
Boca Raton, FL 33433

**ARTICLE VIII**  
**INCORPORATORS**

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

Jan G. McAllister  
23284 Lago Mar Circle  
Boca Raton, FL 33433

**ARTICLE IX**  
**POWERS**

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE X**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XI**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XII**  
**INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XIII**  
**BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XIV**  
**PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of March, 2001.

  
\_\_\_\_\_  
JAN G. MCALLISTER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST--THAT JGM ENTERPRISES, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA RATON,  
STATE OF FLORIDA, HAS NAMED JAN G. MCALLISTER LOCATED AT 23284 LAGO  
MAR CIRCLE, BOCA RATON, FL 33433, CITY OF BOCA RATON, STATE OF FLORIDA,  
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *Jan G. McAllister*

JAN G. MCALLISTER

TITLE: *President*

DATE: *3/16/01*

**FILED**  
01 APR -3 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA