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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

JRG ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is JRG Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
300 Lakeside Boulevard, #364
Boca Raton, Florida 33434

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting legal business in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 per value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3650 N. Federal Highway, Suite 202, Lighthouse Point, FL 33064 and the name of the initial registered agent of this corporation at that address is Shendell Miller & Shendell, P.A.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial Director is: Joseph Genoa, 300 Lakeside Boulevard, #364, Boca Raton, Florida 33434.

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ARTICLE VII - INCORPORATOR

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

Tamar Duffner Shendell, Esq.
Shendell Miller & Shendell, P.A.
3650 North Federal Highway
Suite 202
Lighthouse Point, Florida 33064

ARTICLE VIII - PRE-EMPTIVE RIGHTS

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

ARTICLE IX - INDEMNIFICATION


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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 11, 2001


Tamar Duffner Shendell, Esq., Incorporator

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ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

I, Tamar Duffner Shendell, Esq., President of Shendell Miller & Shendell, P.A., sole Subscriber to the Articles of Incorporation of JRG Associates, Inc., hereby assign all my right, title and interest as Subscriber to the Capital Stock of JRG Associates, Inc. to Joseph Genoa to the extent of the total shares presently authorized or as may be authorized by amendment in the future.

Dated: 4/11/01



Tamar Duffner Shendell, Esq., President

Shendell Miller & Shendell, P.A.

By: Tamar Duffner Shendell, Esq., President

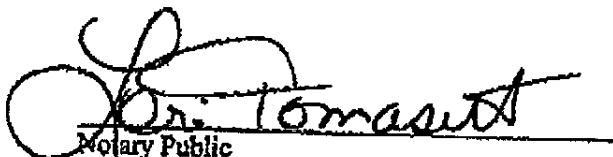


Incorporator

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 11th day of April, 2001 by Tamar Duffner Shendell, Esq., who is personally known to me and who did take an oath.


Notary Public

My Commission Expires:



Lori Tomasetti
Commission # CC 924832
Expires April 3, 2004
Bonded Through
Allstate Bonding Co., Inc.


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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 607.0501, Florida Statutes, the following is submitted:

First, that JRG Associates, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Shendell Miller & Shendell, P.A., located at 3650 N. Federal Highway, Suite 202, Lighthouse Point, FL 33064 as its agent to accept service of process within Florida.


Tamar Duffner Shendell, Esq., Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 11, 2001

Tamar Duffner Shendell, President



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