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January 17, 2002

FILED
02 JAN 22 AM 9:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEDEX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Re: Jacavi Holdings, Inc. and Jakarovi, Inc.

Dear Sir/Madam:

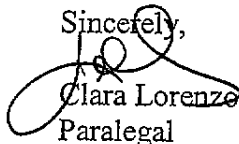
I am enclosing the following documents for filing with the Department of State:

1. Original and one copy of the Articles of Incorporation of Jacavi Holdings, Inc. along with check number 49125 made payable to Department of State in the amount of \$78.75 representing the filing fee.
2. Original and one copy of the Articles of Incorporation of Jakarovi, Inc. along with check number 1280 made payable to Department of State in the amount of \$78.75 representing the filing fee.
3. Original and one copy of the Certificate of Limited Partnership, Affidavit of Capital Contributions for Florida Limited Partnership along with check number 49124 made payable to Department of State in the amount of \$87.50 representing the filing fee.
4. Original and one copy of the Statement of Qualification for a Limited Liability Limited Partnership along with check number 49126 made payable to Department of State in the amount of \$52.50 representing the filing fee.

Please file such documents accordingly, and return a filed stamped copy to Clara Lorenzo, Paralegal, Berger Singerman, P.A., 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33131.

If you have any questions, please feel free to contact me at (305) 714-4378 or fax (305) 714-4340.

Sincerely,


Clara Lorenzo
Paralegal

CL:kl

ARTICLES OF INCORPORATION

OF

JAKAROVİ, INC.

(a Florida Corporation)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under FS Section 607.0101 et seq., otherwise known as the Florida Business Corporation Act ("Act").

ARTICLE I
NAME

The name of the Corporation is **JAKAROVİ, INC.** ("Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office of the Corporation is 8600 Southwest 53rd Court, Miami, Florida 33143.

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:

<u>Name</u>	<u>Address</u>
Phyllis Bean, Esq.	200 S. Biscayne Blvd., Ste. 1000 Miami, FL 33131

ARTICLE VI
AUTHORIZED SHARES

Section 1. Authorized Capital Stock. The total authorized shares of capital stock of the Corporation shall consist of One Hundred (100) shares, consisting of One (1) share of Voting Common Stock, par value of \$.01 per share, and Ninety-Nine shares of Non-Voting Common Stock, par value \$.01 per share.

Section 2. Rights of Common Stock. To the full extent allowed by law the holder of the Voting Common Stock shall exclusively possess all of the voting and consensual rights available to stockholders of a corporation, including but not limited to the exclusive rights to elect Directors of the Company, and to vote upon (or give consents with respect to) any matter properly coming before the shareholders of the Company for ratification or approval. Except as otherwise required by law, the holders of Non-Voting Common Stock shall not have any rights to vote or grant consents with respect thereto, with respect to the election of Directors of the Company or any other matter coming before the shareholders of the Company for ratification or approval. Except with respect to voting and consensual rights

as set forth in this Section, the Voting Common Stock and the Non-Voting Common Stock shall be identical, with respect to rights to dividends, liquidating distributions, and otherwise.

The holder of each share of the Voting Common Stock of the Corporation will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of stock held of record by such holder as of the record date for such meeting.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Phyllis Bean, Esq.	200 S. Biscayne Blvd., Ste. 1000 Miami, FL 33131

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

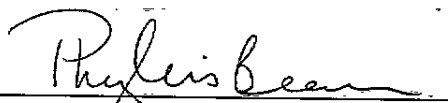
The Corporation shall initially have one (1) Director to hold office until the first annual meeting of shareholders and his successor or successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Rene A. Garcia	8600 S.W. 53 rd Court Miami, Florida 33143

ARTICLE IX
INDEMNIFICATION

The directors, officers and employees of the Corporation shall be exculpated from liability to the Corporation, and indemnified against liability by the Corporation, for actions taken or failed to be taken in their capacities as directors, officers or employees of the Corporation, to the fullest extent permitted by Florida law and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of January, 2002.




Phyllis Bean, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Jakarovi, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Jakarovi, Inc.

Date: January 11, 2002



Phyllis Bean, Registered Agent

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