

**Florida Department of State**  
Division of Corporations  
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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
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Phone : (305) 634-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ENTERPRISES  
JAG & ASSOCIATES INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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**FILED**  
02 FEB 15 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**G. BULLOCK FEB 18 2002**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 15, 2002

EMPIRE

*ENTERPRISES*

SUBJECT: JAG & ASSOCIATES INC.  
REF: WQ2000004575

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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New Filing Section

FAX Aud. #: E02000037127  
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*Correction  
2/15/02  
1:20 pm*

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**CERTIFICATE OF INCORPORATION**

**OF**

**JAG & ASSOCIATES ENTERPRISES INC.**

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

**ARTICLE ONE**

The name of the corporation shall be:

**JAG & ASSOCIATES ENTERPRISES INC.**

**ARTICLE TWO**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 1,000 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

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**ARTICLE FOUR**

This corporation shall begin business with a minimum capital of the amount of 1,000 Dollars.

**ARTICLE FIVE**

This corporation shall have perpetual existence.

**ARTICLE SIX**

The principal office of the corporation shall be located at

905 Fairway Drive  
Miami Beach, FL 33141

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE SEVEN**

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## **ARTICLE EIGHT**

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

### **BOARD OF DIRECTORS**

<b><u>Name</u></b>	<b><u>Address</u></b>
Juan A. Garrandes	905 Fairway Drive Miami Beach, FL 33141
Elsa M. Garrandes	905 Fairway Drive Miami Beach, FL 33141

### **OFFICERS**

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Title</u></b>
Juan A. Garrandes	905 Fairway Drive Miami Beach, FL 33141	President Secretary
Elsa M. Garrandes	905 Fairway Drive Miami Beach, FL 33141	Vice-President Treasurer

## **ARTICLE NINE**

The name and address of the subscriber to this certificate of Incorporation and the number of shares of stock which the subscriber agrees to take, are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Shares</u></b>
Juan A. Garrandes	905 Fairway Drive Miami, FL 33141	50
Elsa M. Garrandes	905 Fairway Drive Miami Beach, FL 33141	50

#### **ARTICLE TEN**

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### **ARTICLE ELEVEN**

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### **ARTICLE TWELVE**

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### **ARTICLE THIRTEEN**

The corporation does hereby designate the following address as its registered office:

905 Fairway Drive  
Miami Beach, FL 33141

The corporation does hereby designate Juan A. Garrandes of JAG & Associates Enterprises Inc. as its Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these articles of incorporation this 21 day of  
January, 2002.

 (SEAL)  
Juan A. Garrandes

STATE OF FLORIDA )

) SS:

COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the state and  
county set forth above, personally appeared Juan A. Garrandes, known to me and  
known by me to be the person who executed the foregoing articles of incorporation, and  
he acknowledged before me that he executed these articles of incorporation.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

**JAG & Associates Enterprises Inc.**

desiring to organize under the Laws of the State of Florida with its principal place of business in the City of Miami Beach of Miami-Dade, State of Florida, has named Juan A. Garrandes 905 Fairway Drive Miami Beach, FL 33141, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this 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 Registered Agent.

Dated this 31 day of January, 2002.

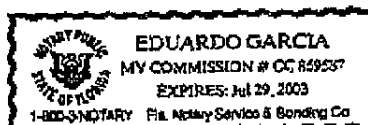
Resident and Registered Agent

  
Juan A. Garrandes

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31 day of Jan, 2002.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission expires:



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