

P020000 23277

LAWYERS IN USA

Gerard-Claude ZAOUÏ and Associates

TEL (954) 229 1780

FAX (954) 229 1760

1900 West Commercial Boulevard Fort Lauderdale FLORIDA 33309

JUSTICE@LAWYERSINUSA.COM

FL 2002-02-27

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FL 32399

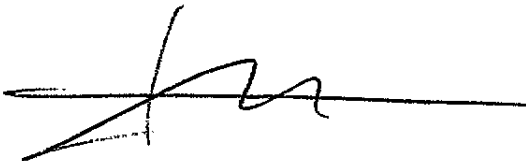
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*****70.00 *****70.00

Spina
RE: J & Y, Inc.

Enclosed is

1. The Articles of Incorporation (in one original and one copy) including the Certificate of Designation and Acceptance by Registered Agent/Registered Office
2. A check for: \$70.00 for filing fees
3. A FEDEX PREPAID SELF ADDRESSED RETURN ENVELOPE for return of documents filed and recorded by your office.

We thank you in anticipation



GERARD CLAUDE ZAOUÏ

Encl. 3

D. White
3/1/02

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ARTICLES OF INCORPORATION

OF

J & Y OF MIAMI, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I - NAME

The name of the corporation shall be J & Y OF MIAMI, INC.

ARTICLE II – EFFECTIVE DATE OF EXISTENCE

The existence of the corporation shall begin on **2002 FEBRUARY 27**

ARTICLE III - PRINCIPAL OFFICE

The principal place of business/mailling address is:

395 PONCIANA ISLAND DRIVE

MIAMI

FLORIDA 33160

ARTICLE IV - PURPOSE

The purpose for which this corporation is organized is to build, purchase, develop, remodel, resell and lease Real Estate. Additionally, this corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation

ARTICLE V - SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting

ARTICLE VI - INITIAL OFFICERS/DIRECTORS

This corporation shall have a minimum of one director

ARTICLE VII - REGISTERED AGENT

NAME OF REGISTERED AGENT

Michael TEMNOROD

ADDRESS OF REGISTERED AGENT:

395 PONCIANA ISLAND DRIVE

MIAMI

FLORIDA 33160

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall exist perpetually

ARTICLE IX - LIMITATION OF LIABILITY

All directors, stockholders and officers, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, to the maximum extent permitted by law. The indemnification of each such person will be for any reasonable cost or expense in connection with the claim exposed by the person against whom the claim is made either for defense against the claim or for advice sought concerning the claim. The corporation will reimburse all such costs or expenses to any director, stockholder or officer.

ARTICLE X - VALIDITY OF SELF DEALING TRANSACTIONS

RULE: No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any of the directors of the corporation is interested in a contract or transaction, or is director or officer of any other corporation or is in any way connected with such person or person's firm or corporation.

SCOPE OF THE RULE: All directors may be a party to, or may be interested in such contract, act or transaction. All persons who may become a director of the corporation are hereby relieved from any liability that might otherwise exist from their contracting with the corporation for the benefit of themselves or for the benefit of any firm, association or corporation in which they may be in any way interested. All directors of the corporation may be counted in determining the existence of a quorum at the meeting where the decision about such transactions is to be taken and may vote upon any transaction with the corporation.

LIMITS OF THE RULE: In order to benefit from the exemption of responsibility for self dealing in transactions where they have a special personal interest, directors will have to disclose the personal interest which they have in a such a transaction to all members present at the meeting of the board of directors where a decision about this specific transaction is to be made. This specific disclosure is not necessary if the fact was already known by the board of directors and all members thereof present.

ARTICLE XI - INCORPORATOR

The incorporator subscribing to these Articles of Incorporation is

Gerard-Claude ZAOU

LAWYERS IN USA

1900 W. COMMERCIAL BLVD

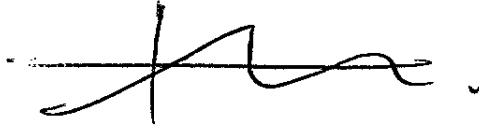
FORT LAUDERDALE

FLORIDA 33309

The undersigned has executed these articles of Incorporation in Florida, on

2002 FEBRUARY 27

SIGNATURE OF INCORPORATOR:



INCORPORATOR
Gerard-Claude ZAOU
LAWYERS IN USA
1900 W. COMMERCIAL BLVD
FORT LAUDERDALE
FLORIDA 33309

WITNESSES:

Marlene Rivera

J. L. Faria

Marlene Rivera

José Luiz A. Faria

1900 West Commercial / 1900 W Commercial Blvd. - 121

Fort Lauderdale, Fl.
33309

Fort Lauderdale, Fl.
33309

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

In compliance with § 607.0501, Florida Statutes, the following is submitted

1. DESIGNATION OF REGISTERED AGENT

J & Y OF MIAMI, INC.

, hereinafter the "stated corporation" has its principal office at the following address.

ADDRESS OF THE PRINCIPAL OFFICE

395 PONCIANA ISLAND DRIVE

MIAMI

FLORIDA 33160

The stated corporation, desiring to organize and qualify under the laws of the State of Florida, has named:

Michael TEMNOROD

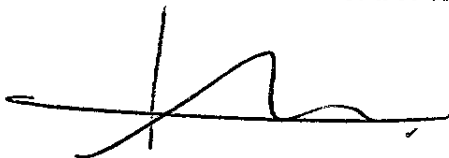
395 PONCIANA ISLAND DRIVE

MIAMI

FLORIDA 33160,

as its agent to accept service of process within Florida,

Dated this 2002 FEBRUARY 27



INCORPORATOR

Gerard-Claude ZAOU

LAWYERS IN USA

1900 W. COMMERCIAL BLVD

FORT LAUDERDALE

FLORIDA 33309

2. ACCEPTANCE OF POSITION BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I hereby declare that I am familiar with the obligations of the position of Registered Agent. I accept the appointment as registered agent and agree to act in this capacity

Dated this 2002 FEBRUARY 27



SIGNATURE OF REGISTERED AGENT

P020000 23277

LAWYERS IN USA

Gerard-Claude ZAOUÏ and Associates TEL (954) 229 1780

FAX (954) 229 1760

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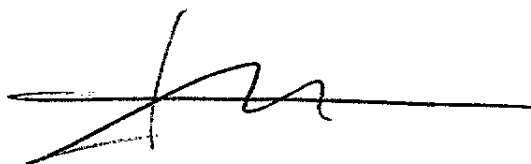
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ARTICLE VII - REGISTERED AGENT

NAME OF REGISTERED AGENT

Michael TEMNOROD

ADDRESS OF REGISTERED AGENT:

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MIAMI

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ARTICLE X - VALIDITY OF SELF DEALING TRANSACTIONS

RULE: No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any of the directors of the corporation is interested in a contract or transaction, or is director or officer of any other corporation or is in any way connected with such person or person's firm or corporation.

SCOPE OF THE RULE: All directors may be a party to, or may be interested in such contract, act or transaction. All persons who may become a director of the corporation are hereby relieved from any liability that might otherwise exist from their contracting with the corporation for the benefit of themselves or for the benefit of any firm, association or corporation in which they may be in any way interested. All directors of the corporation may be counted in determining the existence of a quorum at the meeting where the decision about such transactions is to be taken and may vote upon any transaction with the corporation.

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ARTICLE XI - INCORPORATOR

The incorporator subscribing to these Articles of Incorporation is

Gerard-Claude ZAOU

LAWYERS IN USA

1900 W. COMMERCIAL BLVD

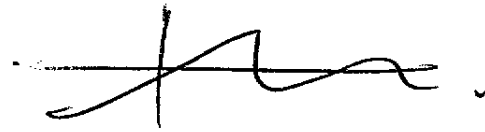
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FORT LAUDERDALE
FLORIDA 33309

WITNESSES:

Martine Rivera

J. L. Faria

Martine Rivera

José Luiz A. Faria

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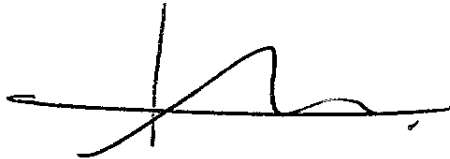
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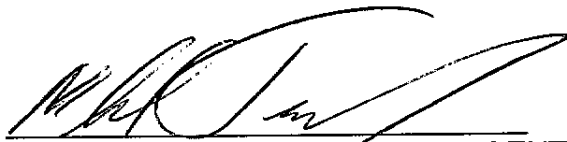
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