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Florida Department of State
Division of Corporations
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02 MAY - 3 AM 9:52

SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

j.a.g. holdings, inc.

Certificate of Status	0
Certified Copy	1
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2

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ARTICLES OF INCORPORATION

OF

J.A.G. HOLDINGS, INC.

P.02/05
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -3 AM 9:52

(B)

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

J.A.G. HOLDINGS, INC.

ARTICLE II

This Corporation is to have perpetual existence unless dissolved sooner according to law.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management business relating to investments of every kind including, but not limited to stocks, bonds, commercial paper, and the like, and the operation of businesses, plants, and real and personal property of every kind in the United States and foreign countries, subject to the applicable laws thereof; and without limiting the

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generality of the foregoing, to act as an investment and management service corporation, to conduct research and to investigate businesses and enterprises of every kind and description throughout the world so as to secure information and data for capital investments, both for its own account and as agent for others.

To engage in consultant work in connection with the organization, financing, management, operation, and reorganization of businesses of every type. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kind of investments and business. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same on behalf of any person, firm, or corporation, domestic or foreign; and generally to exploit the services and objects of the corporation by all lawful means.

B. The foregoing shall be construed as enumerating both, objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and 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 IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500),

having a par value of ONE (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in services, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of capital with which this Corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 2500 S.W. 99th Avenue, Miami, Florida 33165, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida, as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be DENNIS A. DONET, ESQ., who is located at the registered street address of Penthouse 2-C, Gables International Plaza, 2655 Le Jeune Road, Coral Gables, Florida 33134.

ARTICLE VII

There shall be a Board of Directors for this Corporation, which shall consist of not less than one (1) and not more than seven (7) Directors. The number of Directors may be increased or decreased from time to time by the Board of Directors, or by the corporate bylaws, and each of the Directors shall be of full age. A quorum for the

transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the bylaws, if any, adopted by the Stockholders, the Directors may make the bylaws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such resolution or in the bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The names and street addresses of the officers and the members of the first Board of Directors who, subject to these Articles of Incorporation, the bylaws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

Director, President, Treasurer and Secretary:

JORGE A. GARCIA
2500 S.W. 99th Avenue, Miami, Florida 33165

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

JORGE A. GARCIA
2500 S.W. 99th Avenue, Miami, Florida 33165

ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by statute.

The Stockholders shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital. Private property of the Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The Corporation shall have a first lien on the shares of its members and upon dividends due them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF I, the undersigned, have made and subscribed these Articles of Incorporation at Coral Gables, Miami-Dade County, Florida, on the 1st day of May, 2002, for the uses and purposes aforesaid.

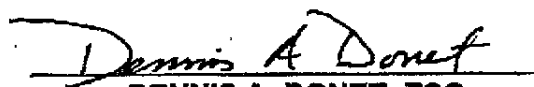

JORGE A. GARCIA,
 Incorporator

STATE OF FLORIDA)
 : ss
 COUNTY OF MIAMI-DADE)

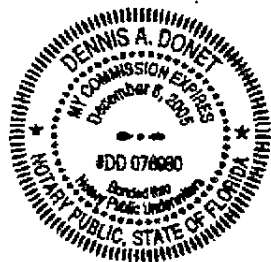
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **JORGE A. GARCIA**, known to me, or who produced the following form of identification: N/A, and known to me to be the person described in and who subscribed to the above and foregoing Articles of Incorporation of **J.A.G. HOLDINGS, INC.**, and he freely and voluntarily

acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS whereof, I have hereunto set my hand and affixed my official seal at Coral Gables, Miami-Dade County, Florida, this 1st day of MAY, 2002.


DENNIS A. DONET, ESQ.
Notary Public
State of Florida, At Large

My commission expires:



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


PURSUANT TO CHAPTER 48.091 of the Florida Statutes, the following is
submitted in compliance with said Act:

That **J.A.G. HOLDINGS, INC.**, desiring to organize under the laws of the State of
Florida, with its registered office and principal place of business as indicated in the
Articles of Incorporation, has named **DENNIS A. DONET, ESQ.** located at
Penthouse 2-C, Gables International Plaza, 2655 Le Jeune Road, Coral Gables,
Florida 33134, as its Agent to accept process within this state.

ACKNOWLEDGMENT

HAVING BEEN MADE to accept Service of Process for the above-stated
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act with regard to keeping
open said office.

By:


DENNIS A. DONET, ESQ.
Garcia-Vidal & Donet, LLP
Florida Bar No.: 129569
Penthouse 2-C
Gables International Plaza
2655 Le Jeune Road
Coral Gables, Florida 33134
Telephone: (305) 444-8382
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