

Division of Corporations

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SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****JWC INTL, INC.**

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**ARTICLES OF INCORPORATION
OF
JWC INTL. INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

JWC INTL. INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 14411 S. Dixie Highway, Suite

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210, Miami, Florida 33176.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021, and the name of the initial registered agent is JEFFREY S. BENJAMIN.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director is:

Director's Name

TODD L. RAUCHWERGER

Director's Address14411 S. Dixie Highway
Suite 210
Miami, Florida 33176

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is JEFFREY S. BENJAMIN, 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XI
AMENDMENTS

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 has executed these Articles of Incorporation this 24th day of May, 2002.



JEFFREY S. BENJAMIN, Sole Incorporator

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.
DATED THIS 24TH DAY OF MAY, 2002.



JEFFREY S. BENJAMIN

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