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MICHAEL H. WOLF & ASSOCIATES, LLC

MICHAEL H. WOLF, Attorney-At-Law
LA VERNE MORGAN, Attorney-At-Law
3832 North University Drive • Sunrise, FL 33351
(954) 748-8233 • fax (954) 748-8255

July 19, 2002

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500006550305--9
-07/22/02--01047--010
*****78.75 *****78.75

Re: Jazz & Company Entertainment, Inc.

Dear Clerk:

Enclosed please find the following:

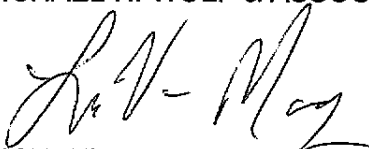
1. Original and one copy of the Articles of Incorporation for the above name.
2. Check for \$78.75 made payable to the Dept. of State.

Please file the original Articles of Incorporation and forward a certified copy of said Articles to undersigned at your earliest opportunity.

Thank you very much for your cooperation.

Very truly yours,

MICHAEL H. WOLF & ASSOCIATES, LLC


For MICHAEL H. WOLF, ESQ.
MHW/lm

enclosures

FILED
02 JUL 22 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 7/23

ARTICLES OF INCORPORATION
OF
JAZZ & COMPANY ENTERTAINMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **JAZZ & COMPANY ENTERTAINMENT, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11355 LAKEVIEW DRIVE, CORAL SPRINGS, FL 33071

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100 Shares @ \$1.00 par value**

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**MICHAEL H. WOLF, ESQ.
3832 NORTH UNIVERSITY DRIVE, SUNRISE, FL 33351**

ARTICLE V - INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation

**MURRAY LEFKOWITZ
11355 LAKEVIEW DRIVE, CORAL SPRINGS, FL 33071**

The undersigned incorporator has executed these Articles of Incorporation on July 19, 2002.



MURRAY LEFKOWITZ, Incorporator

THIS INSTRUMENT PREPARED BY:
MICHAEL H. WOLF & ASSOCIATES, LLC
3832 NORTH UNIVERSITY DRIVE
SUNRISE, FL 33351
TEL.: (954) 748-8233
FLORIDA BAR #231924

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

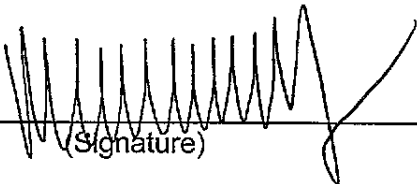
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 of 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: **JAZZ & COMPANY ENTERTAINMENT, INC.**

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**MICHAEL H. WOLF, ESQ.
MICHAEL H. WOLF & ASSOCIATES, LLC
3832 NORTH UNIVERSITY DRIVE
SUNRISE, FL 33351**

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.


(Signature)
Date: 7-19-02

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA