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**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**j & j investment & leasing, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION  
OF  
J & J INVESTMENT & LEASING, INC.

ARTICLE I.  
NAME

The name of the Corporation is J & J INVESTMENT & LEASING, INC.

ARTICLE II.  
PRINCIPAL OFFICE

The principal office of the Corporation (or the mailing address) will be: 13015 Biscayne Island Terrace, North Miami, Fl. 33181.

ARTICLE III.  
DURATION

The corporation shall exist in perpetuity.

ARTICLE IV.  
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V.  
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI.  
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders shall not have pre-emptive rights.

ARTICLE VII.  
REGISTERED AGENT

The name and address of the initial registered agent are:

Gerald V. Walsh  
9500 N.W. 37 Ct.  
Coral Springs, Fl. 33065

ARTICLE VIII.  
BOARD OF DIRECTORS

This Corporation shall have One or more Directors. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

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**ARTICLE IX.**  
**INITIAL DIRECTORS AND OFFICERS**

The name and address of the Member of the First Board of Directors who shall hold office until successors are elected and qualified is as follows:

President and Director:

Jorge G. Reyes  
13015 Biscayne Island Terrace  
North Miami, Fl. 33181

Secretary, Treasurer and Director:

Joanna R. Egozcue  
13015 Biscayne Island Terrace  
North Miami, Fl. 33181

**ARTICLE X.**  
**INCORPORATION**

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Gerald V. Walsh  
9500 N.W. 37 Ct.  
Coral Springs, Fl. 33065

**ARTICLE XI.**  
**BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

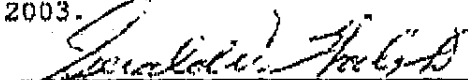
**ARTICLE XII.**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XIII.**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the day of filing.

The undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of Sept, 2003.

  
Gerald V. Walsh, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provision of Section 701.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

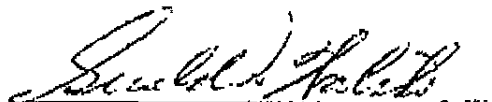
The name of the Corporation is J & J INVESTMENT & LEASING, INC.

The name of the Registered Agent and Office are:

Gerald V. Walsh  
9500 N.W. 37 Ct.  
Coral Springs, Fl. 33065

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 that 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.

  
Gerald V. Walsh  
Registered Agent

Date: 9/12/03

This instrument prepared by:  
Gerald V. Walsh Esq.  
9500 N. W. 37 Ct.  
Coral Springs, Fl. 33065  
Fl. Bar No. 185066

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