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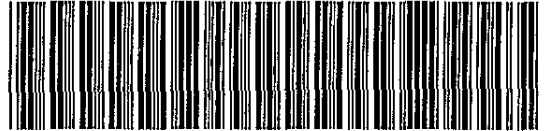
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03 OCT 23 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

October 20, 2003

Florida Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: Articles of Incorporation - Jaffray, Inc.**

Dear Sir/Madam:

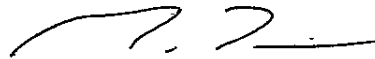
Enclosed please find the original fully executed Articles of Incorporation for Jaffray, Inc., together with a copy. Also enclosed is a check in the amount of \$78.75 for the filing fee, designation of registered agent, and certified copy, payable to the Florida Department of State.

Please return all correspondence concerning this matter to the following:

Matthew Trifiro  
445 East Rivo Alto Drive  
Miami Beach, FL 33139

For further information concerning this matter, please feel free to call me at (305) 479-0682.  
Thank you for your assistance.

Sincerely,



Matthew Trifiro

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**JAFFRAY, INC.**

**ARTICLE I - NAME**

The name of this corporation is JAFFRAY, INC.

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

c/o Marty Weiss  
Weiss, Block, Karp, Mandell & Caskey  
1640 S. Sepulveda Boulevard, #515  
Los Angeles, California 90026

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV – CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, with no par value.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

445 E. Rivo Alto Drive  
Miami Beach, Florida 33139

and the name and address of the initial registered agent of this corporation are:

Name

Address

Matthew Trifiro

445 E. Rivo Alto Drive  
Miami Beach, FL 33139

## **ARTICLE VI - COMMENCEMENT**

This corporation shall commence at the time of the filing of these Articles of Incorporation.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of two (s) person(s). The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

| <u>Name</u>     | <u>Address</u>                                  |
|-----------------|---|
| Matthew Trifiro | 445 E. Rivo Alto Drive<br>Miami Beach, FL 33139 |
| Amber Trifiro   | 445 E. Rivo Alto Drive<br>Miami Beach, FL 33139 |

## **ARTICLE VIII - INCORPORATOR**

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

| <u>Name</u>     | <u>Address</u>                                    |
|-----------------|---|
| Matthew Trifiro | 445 East Rivo Alto Drive<br>Miami Beach, FL 33139 |

## **ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-Laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

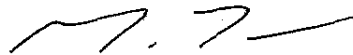
## **ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 20th day of October, 2003.



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Print Name: Matthew Trifiro  
Incorporator

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Section 607.0501, 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 and address of the Corporation is:

JAFFRAY, INC.  
1640 S. Sepulveda Boulevard, #515  
Los Angeles, California 90026  
c/o Marty Weiss  
Weiss, Block, Karp, Mandell & Caskey

2. The name/address of the registered agent and office is:

Matthew Trifiro  
445 E. Rivo Alto Drive  
Miami Beach, FL 33139

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above 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 Florida 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.

October 20, 2003 (Date)

  
Print name: Matthew Trifiro

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