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*Yelen and Yelen, P.A.*  
*Attorneys at Law*

1104 PONCE DE LEON BOULEVARD  
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JAN A. YELEN  
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OF COUNSEL

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MARTIN YELEN (RETIRED)  
IRVING YELEN (1924-1980)

VIA FEDERAL EXPRESS

November 29, 2005

Secretary of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: JZP Advisors, Inc.

Dear Madam/Sir:

Enclosed please find a Certificate of Incorporation and Certificate designating Resident agent for the above referenced corporation and a check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	8.75
	<u>\$78.75</u>

Please forward a certified copy to my office.

Very truly yours,

YELEN & YELEN, P.A.

  
JAN A. YELEN

JAY:hr

Enclosures

**ARTICLES OF INCORPORATION  
OF**

**JZP ADVISORS, INC.**

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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 :

JZP ADVISORS, INC.

**ARTICLE II-PRINCIPAL OFFICE**

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

701 Brickell Avenue  
Suite 1740  
Miami, Florida 33131

**ARTICLE III-CAPITAL STOCK**

The number of shares of stock which the corporation shall be authorized to have outstanding at any time is 100 having a par value of \$1.00 per share.

**ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

JUAN ZAVALIA PAUNERO  
701 Brickell Avenue  
Suite 1740  
Miami, Florida 33131

**ARTICLE V-INCORPORATOR**

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


JUAN ZAVALIA PAUNERO  
701 Brickell Avenue  
Suite 1740  
Miami, Florida 33131

**ARTICLE VI-PREEMPTIVE RIGHTS AND BUSINESS PURCHASES**

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has executed these Articles of Incorporation the 14<sup>th</sup> day of November, 2005.

  
\_\_\_\_\_(SEAL)  
JUAN ZAVALIA PAUNERO

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to 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, the State of Florida.

1. The name of the corporation is:

JZP ADVISORS, INC.

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

JUAN ZAVALIA PAUNERO  
701 Brickell Avenue  
Suite 1740  
Miami, Florida 33131

Dated this 14<sup>th</sup> day of November, 2005.

  
JUAN ZAVALIA PAUNERO

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AND 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.

Dated this 14<sup>th</sup> day of November, 2005.

  
JUAN ZAVALIA PAUNERO

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