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FLORIDA PROFIT/NON PROFIT CORPORATION

jay & c management, inc.

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ARTICLES OF INCORPORATION
OF

JAY & C MANAGEMENT, INC.

WE, THE UNDERSIGNED, JAY S. EDELSTEIN hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the state of Florida.

ART I

The name of this corporation shall be:

JAY & C MANAGEMENT, INC.

ART II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or for and without limit as to amount, to incur debt, and to arise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated of implied.

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ART III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into **100 shares of common stock with PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.**

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capita stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ART IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of **ONE HUNDRED AND 00/100 DOLLARS (\$100.00).**

ART V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ART VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be: 4101 Ravenswood Road Suite 312, Fort Lauderdale, FL 33312 and with the privilege of having branch offices at other places within or without the State of Florida.

ART VII

The Resident Agent designated to accept service of process for the corporation shall be: JAY S. EDELSTEIN

ART VIII

The number of Directors of this corporation shall be not less than ONE (1) no more than FIVE (5).

ART IX

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
JAY S. EDELSTEIN	4101 Ravenswood Road Suite 312 Fort Lauderdale FL 33312
CARLOS ROMERO	4101 Ravenswood Road Suite 312 Fort Lauderdale FL 33312

ART X

The names and addresses of the Officers of this corporation who shall hold office for the first year or until their successors is chosen shall be:

NAME	TITLE	ADDRESS
JAY S. EDELSTEIN	PRESIDENT	4101 Ravenswood Road Suite 312 Fort Lauderdale FL 33312
CARLOS ROMERO	VICE PRESIDENT	4101 Ravenswood Road Suite 312 Fort Lauderdale FL 33312

ART XI

The names and post office addresses of the subscriber and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
JAY S. EDELSTEIN	4101 Ravenswood Road Suite 312 Fort Lauderdale FL 33312	50
CARLOS ROMERO	4101 Ravenswood Road Suite 312 Fort Lauderdale FL 33312	50

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ARTICLE XII

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First, that JAY & C MANAGEMENT, INC.
desiring to organize or qualify under the law of the State of Florida,
with its principal place of business at City Miami, state of Florida, has
named, JAY S. EDELSTEIN 4101 Ravenswood Road Suite 312, Fort Lauderdale,
FL 33312 accept services of process within Florida.


JAY S. EDELSTEIN
CORPORATE OFFICER

DATE: JULY 24, 2007

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
Statutes relative to the proper and complete performance of my duties.


JAY S. EDELSTEIN
DATE: JULY 24, 2007

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ARTICLE XIII

ACKNOWLEDGEMENT

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

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I HEREBY CERTIFY that on this JULY 24, 2007 personally appeared before me, the undersigned Notary Public in and for the State of Florida, JAY S. EDELSTEIN AND CARLOS ROMERO party to the foregoing Certificate of Incorporation, and each acknowledged that he/she subscribes and acknowledges the foregoing Certificate as and for their voluntary act and deed and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Miami-Dade County, Florida.

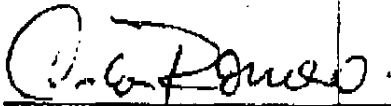
Notary Public
State of Florida at Large

My commission expires:

Subscribers:



JAY S. EDELSTEIN



CARLOS ROMERO

CARLOS ROMERO

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