

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0320

800-342-8086



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ACCOUNT NO. 07 10 00052

REFERENCE : 589156 105581A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 1, 1995

ORDER TIME : 12:37 PM

ORDER NO. : 589156

CUSTOMER NO: 105581A

CUSTOMER: Len Aronoff, Esq
LEN ARONOFF, ESQ

1801 Lee Road, Suite 301

Winter Park, FL 32789

500001469975
-05/01/95--01080--005
****122.50 ****122.50

DOMESTIC FILING

NAME: J.C.B. ACQUISITION AND
INVESTMENTS CORPORATION

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
95 MAY -1 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY - 2 1995

Articles of Incorporation
of
J.C.B. Acquisition & Investment Corporation

95 MAY -1 AM 10:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is J.C.B. Acquisition & Investment Corporation.

The mailing address of the corporation is:

The Jockey Club
11111 Biscayne Blvd., Ste. 2108
Miami, Florida 33181

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general purpose for which the corporation is organized is to engage in general and related business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not

forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country. Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of stock, with a par value of \$1.00 per share. All 100 shares shall be issued upon incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

LEN ARONOFF, ESQUIRE
1801 Lee Road, Suite 301
Winter Park, Florida 32789

Initial Principal Office:

The Jockey Club
11111 Biscayne Blvd., Ste. 2108
Miami, Florida 33181

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors are:

JERRY C. BERMAN
The Jockey Club
11111 Biscayne Blvd., Ste. 2108
Miami, Florida 33181

JUDY BROWNSTEIN
The Jockey Club
11111 Biscayne Blvd., Ste. 2108
Miami, Florida 33181

ARTICLE VII - INCORPORATOR (S)

The name and address of the incorporator(s) signing these Articles of Incorporation are:

JERRY C. BERMAN
The Jockey Club
11111 Biscayne Blvd., Ste. 2108
Miami, Florida 33181

ARTICLE VIII - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENT OF THE ARTICLES

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

EXECUTED by the undersigned at Orlando, Florida, this
27th day of April, 1995

JERRY C. BERMAN
JERRY C. BERMAN

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Jerry Berman, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 27th day of April, 1995.

Marguerite B. Startare
Marguerite Startare

Notary Public

at Large

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE


MY COMMISSION EXPIRES APRIL 30, 1995

BONDED THRU HUCKLEBERRY & ASSOCIATES

ACCEPTANCE BY REGISTERED AGENT

I, LEN ARONOFF, ESQUIRE, agree to accept the designation of Registered Agent for J.C.B. Acquisition & Investment Corporation and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 27th day of April, 1995.

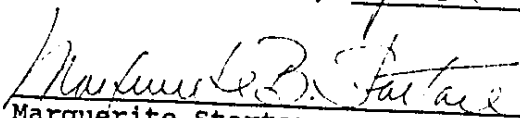

LEN ARONOFF, ESQUIRE

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Len Aronoff, Esquire, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 27th day of April, 1995.


Marguerite Startare
Notary Public in the State of Florida
My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA, AT LARGE
MY COMMISSION EXPIRES APRIL 30, 1995
BONDED THRU HUCKLEBERRY & ASSOCIATES

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAY -1 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Statutes 48.091 and 607.034 of the Florida Statutes, the following is submitted:

J.C.B. Acquisition & Investment Corporation, desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named LEN ARONOFF, ESQUIRE, located at 1801 Lee Road, Suite 301, City of Winter Park, State of Florida, as its Registered Agent to accept service of process within the State of Florida.

DATED this 27th day of April, 1995.

J.C.B. ACQUISITION & INVESTMENT CORPORATION

BY:

JERRY C. BERMAN

Having been named to accept service of process for the above State corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 27th day of April, 1995.

LEN ARONOFF
LEN ARONOFF, ESQUIRE