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CT CORPORATION SYSTEM		
Requestor's Name 660 EAST JEFFERSON ST	ŒET	17 116W
Address TALLAHASSEE FL 32:	301 222–1092	200001503572
City State Zip	Phone	200001503572 (* 0194-0161-019 *******!
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STATE OF FLORIDA

ARTICLES OF INCORPORATION

FOR

J-Gan Enterprises, Inc.



FIRST: The corporate name that satisfies the requirement of section 607.0401 is:

J-Gan Enterprises, Inc.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

2 Breakers Row, N-31 Palm Beach, FL 33480

THIRD: The number of shares the corporation is authorized to issue is:

10,000 @ \$1.00 Par Value

FOURTH: The street address of the initial registered office of the corporation is: c/o CT CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, FLORIDA 33324, and the name of the initial registered agent at such address is CT CORPORATION SYSTEM.

FIFTH: The number of directors constituting the initial board of directors of the corporation is (3) three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

James Gaynor

2 Breakers Row, N-31 Palm Beach, FL 33480

SIXTH: The name and address of each incorporator is:

Tera Fewell

660 East Jefferson Street Tallahassee, FL 32301

Joey Bryan

same as above

The undersigned has executed these Articles of Incorporation this 1st day of June, 1995.

Acceptance by the registered agent as in section 607.0501 (3) F.S.: CT CORPORATION SYSTEM is familiar with and accepts the obligations provided for in section 607.0505.

CT CORPORATION SYSTEM

Connie Bryan

Special Assistant Secretary

Dated: June 1, 1995

EVE WAGNER ROSEN, P.A. ATTORNEY AT LAW

P95000042592

TELEPHONE (954) 462-8000 TELECOPIER (954) 462-4300

July 10, 1997

Secretary of State Post Office Box 6327 Tallahassee, FL 32314

Re: Articles of Dissolution of J-Gan Enterprises, Inc.

Dear Sir/Madam:

Please find enclosed herewith, the following documents with regard to the above matter:

- 1. An Original and one copy of Articles of Dissolution for the referenced corporation;
- 2. An original and one copy of the Written Consent of the Shareholders; and
 - 3. Check to your order in the sum of \$35.00.

Kindly file same and send a stamped copy for my file.

Thank you for any and all courtesies extended herein.

Very truly yours,

EVE WAGNER ROSEN, P.A.

Claudia Jordan

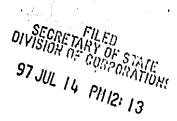
Legal Assistant

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DIVISION OF CORPORATION:

97 JUL 14 PHI2: 13



ARTICLES OF DISSOLUTION OF J-GAN ENTERPRISES, INC.

The undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- The name of the Corporation is J-GAN ENTERPRISES,

 INC.
- 2. The names and respective addresses of the officers of the Corporation are as follows: James Gaynor, 2 Breakers Row, #N-31, Palm Beach, Florida 33480.
- 3. The names and the addresses of the directors of the Corporation are as follows: James Gaynor, 2 Breakers Row, #N-31, Palm Beach, Florida 33480.
- 4. All liabilities and obligations of the Corporation remaining after the payment of all debts, obligations and liabilities of the Corporation, have been distributed among the Shareholders in accordance with their respective rights and interests.
- 6. There are no actions pending against the Corporation in any Court.
- 7. The Corporation elects to dissolve by unanimous written consent of its Shareholders and such written consent has been signed by all Shareholders of the corporation. A copy of such written consent is attached to these Articles.
- 8. The date of Dissolution of the corporation is June 20, 1997.

DATED this 7th day of July , 1997.

THE UNDERSIGNED, does make and file these Articles of Dissolution, hereby declaring and certifying that the facts herein stated are true.

JAMES GAYNOR,

I HEREBY CFRTIFY that on this the day of July 1997, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES GAYNOR, president of J-GAN ENTERPRISES, INC., personally known to me to be the person described in the foregoing Articles of Dissolution, and he acknowledged before me that he executed said Articles of Dissolution, with authority.

NOTARY PUBLIC, STATE OF New YORK

Print Name: HURI

My commission expires: 10/3//99

LAURA GARRISON

NOTARY PUBLIC STATE OF NEW YORK

NUMBER 4616255

QUALIFIED IN ROCKLAND COUNTY

COMMISSION EXPIRES 10 3/4

WRITTEN CONSENT OF THE SHAREHOLDERS J-GAN ENTERPRISES, INC.

The undersigned, being all of the sole Shareholder of J-GAN ENTERPRISES, INC., a Florida corporation, does hereby ratify and adopt the following resolutions:

RESOLVED, that the undersigned, pursuant to Florida Statutes, Section 607.0704 and Section 607.1402, agrees to the dissolution of the corporation effective upon the execution of the Articles of Dissolution.

RESOLVED, the proper officers of this corporation be, and they hereby are, authorized and directed to take such further action as may be necessary or appropriate to dissolve and wind-up the affairs of the corporation.

Dated as of the 7^{th} of 7^{th} , 1997.

JAMES GAYNOR/Shareholder