

P95000043536

CHARLES S. DALE, P.A.
ATTORNEY AT LAW
414 N.E. 4TH STREET
FT. LAUDERDALE, FL 33301

(305) 462-7472
FAX: (305) 462-5472

May 23, 1995

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

000001501390
-05/30/95--01053--010
****122.50 ****122.50

Re: JVC DEVELOPMENT CORPORATION

Enclosed you will find the original and one copy of the Articles of Incorporation for the above named corporation. After this has been filed of record, please return a certified copy to this office.

In addition, enclosed is my check or \$122.50 for the following items:

Registered Agent Designation	35.00
Certified Copy of Articles	52.50
Filing Articles of Incorporation	<u>35.00</u>
Total:	122.50

Very truly yours,



Charles S. Dale
CSD/as

JUN 7 1995 BSB

FILED
95 MAY 30 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure: Articles of Inc. w/ copy
Check for \$122.50

**ARTICLES OF INCORPORATION
OF
JVC DEVELOPMENT CORPORATION**

FILED
95 MAY 30 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is JVC DEVELOPMENT CORPORATION.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of developing real property.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be without a par value.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 414 N. E. 4th Street, Fort Lauderdale, Florida 33301, and the name of its initial registered agent is Charles S. Dale, 414 N.E. Fourth Street, Fort Lauderdale, Florida 33301.

ARTICLE SIX DIRECTORS

The corporation shall have at least one director, with the exact number to be fixed by the bylaws of the corporation unless the shareholders shall, by majority vote thereof, determine that the corporation shall be managed by the shareholders.

ARTICLE SEVEN INITIAL BOARD OF DIRECTORS

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Angelo Romani 4200 North University Drive
Davie, Florida

ARTICLE EIGHT CONFLICTS

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction, of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE NINE INCORPORATORS

The name and address of the incorporator is:

Charles S. Dale
414 N.E. Fourth Street
Ft. Lauderdale, FL 33301

**ARTICLE TEN
INDEMNITY**


The corporation shall indemnify its directors and officers to the fullest extent permitted by law either now or hereafter.

Executed by the undersigned at Fort Lauderdale, Florida on May 23, 1995.


Charles S. Dale

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 23rd day of May, 1995, by Charles S. Dale, who is personally known to me.

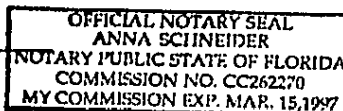

Notary Public, State of Florida
ANNA SCHNEIDER

Type or Print Name of Notary

Notary Commission #

Commission Expires: _____

Notary Public, State of Florida



To: The Department of State
Tallahassee, Florida 32304

FILED

95 MAY 30 AM 8:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 607.0505 of the Florida Business Corporation Act, the following is submitted:

JVC DEVELOPMENT CORPORATION with its place of business at 414 N. E. 4th Street, Fort Lauderdale, Florida 33301, has named Charles S. Dale, located at 414 N.E. Fourth Street, Fort Lauderdale, Florida 33301 as its agent to accept service of process within Florida.

Dated the 23 day of May, 1995.



Charles S. Dale
Incorporator

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, and I accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated the 23 day of May, 1995.



Charles S. Dale
Registered Agent
414 N.E. Fourth Street
Ft. Lauderdale, FL 33301

100 HAYS STREET
TALLAHASSEE, FL 32304
(904) 221-0079

300-142-8086

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

P95000043536

95 JUN 14 AM 11:18
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 617364 9472A

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : June 14, 1995

ORDER TIME : 10:48 AM

ORDER NO. : 617364

300001512783

CUSTOMER NO: 9472A

CUSTOMER: Charles Dale, Esq
Charles S. Dale, Esquire
414 N.e. 4th Street

Ft. Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: JVC DEVELOPMENT CORPORATION

XXXX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

FILED
95 JUN 14 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6714
John
Change
C.C.

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
FILED MAY 30, 1995 OF
JVC DEVELOPMENT CORPORATION

FILED
95 JUN 14 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE is amended to read:

ARTICLE ONE
NAME

The name of the corporation is JVC GROUP, INC.

The date of the amendment's adoption: June 13, 1955.

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 13th day of June, 1995.

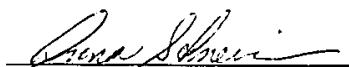


Charles S. Dale, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 13th day of June, 1995, by Charles S. Dale, the Incorporator of JVC DEVELOPMENT CORPORATION, a Florida Corporation. He is personally known to me.

Notary Public


Anna Schneider Commission #CC 262270
My Commission Expires: March 15, 1997

