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(((H96000000404))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: J.P. GROUP, INC.  
FAX AUDIT NUMBER: H96000000404 CURRENT STATUS: REQUESTED  
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**Articles of Incorporation  
of  
J.P. Group, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
J.P. Group, Inc.

**Article II. Address**

The mailing address of the Corporation is:

J.P. Group, Inc.  
8211 NW 64th Street, #5  
Miami FL 33166

**Article III. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Federico M. Maciá  
848 Brickell Avenue, Suite 601  
Miami FL 33131

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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TALLAHASSEE, FLORIDA

Federico M. Maciá FL Bar Member 0883670  
Maciá & Maciá  
848 Brickell Avenue, Suite 601  
Miami FL 33131  
305-372-1888 • Fax 305-372-5901

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Antonio Jose Jimenez

Article VI. Incorporator

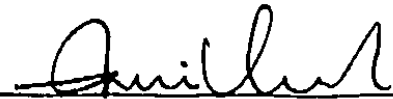
The name and address of the incorporator is:

Federico M. Maciá  
Maciá & Maciá  
848 Brickell Avenue, Suite 601  
Miami FL 33131

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 9, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on January 9, 1996



Federico M. Maciá  
by Luis A. Uriarte as attorney-in-fact

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Federico M. Maciá FL Bar Member 0883670  
Maciá & Maciá  
848 Brickell Avenue, Suite 601  
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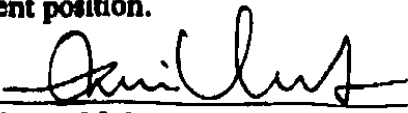
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
J.P. Group, Inc.

**REGISTERED AGENT:**  
Federico M. Maciá  
848 Brickell Avenue, Suite 601  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
Federico M. Maciá  
by Luis A. Uriarte as attorney-in-fact

Date: January 9, 1996

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