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DEPARTMENT OF STATE 1495 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GUNN STREET MIAMI FL 33135 302- 94
TALLAHASSEE FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 641-3694
FAX: (305) 641-3770

(((H96000000502))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOUCAN JAZZ, INC.

FAX AUDIT NUMBER: H96000000502

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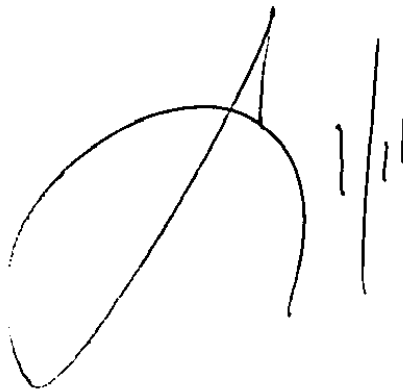
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TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOUCAN JAZZ, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be TOUCAN JAZZ, INC., and the initial address of this corporation shall be 341 S.E. 10th Street, Pompano Beach, FL 33060.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This instrument prepared by:
Alex J. Cardenas, P.A.
Alex J. Cardenas, Esquire
Sanctuary Center
Suite 307-B
4800 N. Federal Highway
Boca Raton, FL 33431
Florida Bar Number: 708305

407-750-4600

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ARTICLE V

The initial registered office of this corporation shall be at 341 S.E. 10th Street, Pompano Beach, FL 33060, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Heston G. Woolf, Jr..

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

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:

President/Director

Heston G. Woolf, Jr.
341 S.E. 10th Street
Pompano Beach, FL 33060

Secretary/Treasurer/Director

Carol J. Woolf
341 S.E. 10th Street
Pompano Beach, FL 33060

Vice President/Director

C. Julianne Davis
341 S.E. 10th Street
Pompano Beach, FL 33060

Director

Kelly R. Dow
341 S.E. 10th Street
Pompano Beach, FL 33060

ARTICLE VIII

The name and address of the Incorporator is Heston G. Woolf Jr., 341 S.E. 10th Street, Pompano Beach, FL 33060.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this 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 this 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 this corporation who is so 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 this 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.

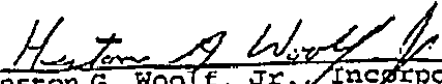
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

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

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10th day of January, 1996.


Heston G. Woolf, Jr. Incorporator

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

In compliance with the laws of Florida, the following is submitted:

First, that TOUCAN JAZZ, INC., desiring to organize under the laws of the State of Florida, has named Heston G. Woolf, Jr., 341 S.E. 10th Street, Pompano Beach, FL 33060, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.

Heston G. Woolf, Jr.
Heston G. Woolf, Jr., Registered Agent

DATED: this 10th day of January, 1996.

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96 JAN 10 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ALEX J. CARDENAS, P.A.
SANTA MONTE
SUITE 307-B
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

ALEX J. CARDENAS, P.A.
OF COUNSEL TO
THE LAW OFFICES OF
J. PATRICK FITZGERALD, P.A.

TELEPHONE: (407) 20-4000
TELEFAX: (407) 475-0000

*ALSO ADMITTED TO THE FEDERAL BAR

February 1, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TOUCAN JAZZ, INC.
OUR FILE NO.: 94-103

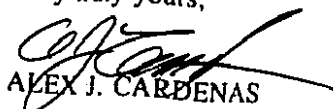
Dear Sir/Madam:

The purpose of this letter is to advise your office of an error in the corporate address of the above-referenced corporation. The address should be as follows:

Toucan Jazz, Inc.
341 S.E. 10th Street
Pompano Beach, FL 33060

Please correct your records and should you have any questions, please do not hesitate to contact our office.

Very truly yours,


ALEX J. CARDENAS

AJC/dlf
CALL BRIT TOUCAN CORPORATE LTR

B2-10