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PHONE: (305) 541-3694
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NAME: JUST FRIENDS, INC.
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**ARTICLES OF INCORPORATION
OF
JUST FRIENDS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is:

JUST FRIENDS, INC.

The mailing address is:

59 Royal Palm Drive
Fort Lauderdale, FL 33301

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**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

Prepared by: Diane M. Perry, Esquire
2423 E. Sanibel Boulevard, Suite 202
Fort Lauderdale, FL 33304
Tel: (304) 564-6628
Florida Bar No. 699979

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ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 2455 E. Sunrise Blvd., Suite 905, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this Corporation is: Diane M. Porry, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors. The number of directors may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall be never less than one. The names and addresses of the Directors of the Corporation are as follows:

Hans Otto Mertens, Otto Waalkes and Eugene A. Musso

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Corporation's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE X
INCORPORATOR

The Incorporator is Eugene A. Musso. The Incorporator's address is 700 Solar Drive, Fort Lauderdale, FL 33301.

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IN WITNESS WHEREOF, I have subscribed my name this 11th day of January, 1996.

Eugene A. Musso
EUGENE A. MUSSO

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of January 1996, by EUGENE A. MUSSO, who is personally known to me of who has produced the foregoing identification.

Marie M. Perry
NOTARY PUBLIC
Name:
Title:

My Commission expires:
Commission Number:

NOTARY PUBLIC
STATE OF FLORIDA
MARIE M. PERRY
My Comm Exp. 8/02/98
Bonded By Service Ins
No. CC214201
Notary Public 110618

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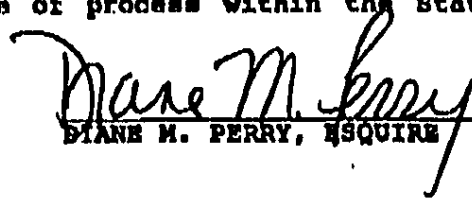
CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 Florida Statutes, the following is submitted:

That JUST FRIENDS, INC. desires to organize under the laws of the State of Florida and has named:

Diane M. Perry, Esq.
2455 E. Sunrise Blvd., Suite 909
Fort Lauderdale, Florida 33304

as its agent to accept service of process within the State of Florida.


DIANE M. PERRY, ESQUIRE

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