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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF

1492 W. ENDLER ST.

STATE OF FLORIDA

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405 N. GAILLARD STREET

MIAMI FL 33127

TALLAHASSEE FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JERCO, INC.

FAX AUDIT NUMBER: H96000001386

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P.02

T & J TAX SERVICE
11600 NW 7TH AVENUE
MIAMI, FLORIDA 33168
(305) 681-1021 FAX: 681-3422
ATTENTION: LEE JASLOW E.A.

ARTICLES OF INCORPORATION
OF
JERCO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers by the Articles associate themselves for the purpose of forming a corporation pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be JERCO, INC. for convenience, the Corporation shall be referred to in this instrument as the "Corporation", these Articles of Incorporation as the "Articles", and the By-Laws of the Corporation as the "By-Laws".

ARTICLE II
PURPOSE

This Corporation may engage in any or all lawful activities permitted under the laws of the United States, the State of Florida, or any other State of the United States or any foreign country, territory or nation or any political subdivision thereof and to transact any business permitted under said laws of the United States, the State of Florida, or any other State of the United States or any foreign country, territory or nation or any political subdivision thereof.

ARTICLE III
DURATION

The Corporation shall have perpetual existence.

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ARTICLE IV
CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V
ADDRESS

The initial registered office of this Corporation is 504 NE 190TH St. Miami, Florida 33179. The name of the initial Registered Agent of said Corporation at such address is Wendy Brasecker. The principle place of business of the said Corporation is 504 NE 190th St., Miami, Florida 33179.

ARTICLE VI
DIRECTORS

The Corporation shall have one director initially, whose name and address is as follows:

Jerome Cohen 19380 Collins ave. N.Miami Beach Fl. 33157

ARTICLE VII
ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors shall be elected at the annual meeting of the stockholders. The initial meeting shall be held within three months of the incorporation of this Corporation at a time and place to be set by the Board of Directors in accordance with law.

ARTICLE VIII
DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The property, business and affairs of the Corporation shall be managed by the Board of Directors who shall elect

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all officers of the Corporation and shall perform all other duties imposed on them by these Articles, by the By-Laws, and by law.

ARTICLE IX
BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors at the first meeting thereof.

ARTICLE X
SUBSCRIBER

The name and address of the subscriber of this Corporation is as follows:

Jerome Cohen 19380 Collins ave. N. Miami Beach Fl 33179

ARTICLE XI
OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until the successors are elected or appointed are:

Jerome Cohen 19380 Collins Ave N. Miami Beach Fl 33179

ARTICLE XII
INDEMNIFICATION

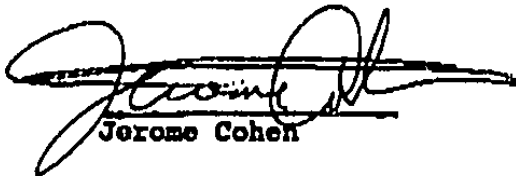
The subscribers, along with the officers and directors of the corporation shall be indemnified and held harmless by the Corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting in any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the Corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is

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imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

IN WITNESS WHEREOF, the undersigned subscriber have executed the foregoing Articles of Incorporation this 09th day of January 1996.



Jerome Cohen

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Jerome Cohen to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state above named this 09 day of January 1996.

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Notary Public

ACCEPTANCE

I certify that I am a permanent resident of Dade County Florida whose place of residence and post office address are as set forth above. I accept the foregoing designation as resident agent.

January 09, 1996


Wendy Brasecker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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