

R96000017457

LEIPCO & BLUMENTHAL
ATTORNEYS AT LAW
4651 NORTHWIND BLVD., SUITE 61-602
ATLANTA, GEORGIA 30342

STANLEY M. LEIPCO
NED BLUMENTHAL
also adm. FL, MD

February 19, 1996

OF COUNSEL
DAVID L. RUBINAK
also adm. TX

(404) 843-9866
FAX (404) 843-9867

INTERNET
L.O.L.N.D@aol.com

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

96000017457
-02/23/96--01051--007
***\$122.50 ***\$122.50

RE: Incorporation of JMG Management, Inc.
Reservation Number R96000000769

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office for the above corporation and a check in the amount of \$122.50. Would you please file the Articles of Incorporation and return a certified copy to me in the enclosed, stamped envelope?

Thank you for your assistance in this matter.

Kind regards

Very truly yours,

Ned Blumenthal
Ned Blumenthal

FILED
96 FEB 23 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC: David Weisenfreund
Harry C. Blumenthal

R96-769
Raney
2/21/96

ARTICLES OF INCORPORATION OF
JMG MANAGEMENT COMPANY, INC.

FILED
96 FEB 23 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

JMG Management Company, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

359 Second Street South
Naples, FL 33940

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

John M. Greco
359 Second Street South
Naples, FL 33940

ARTICLE V INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Ned Blumenthal
Lefco & Blumenthal
4651 Roswell Road
Suite G-602
Atlanta, Georgia 30342

The undersigned has executed these Articles of Incorporation this
17th day of February, 1996.


Ned Blumenthal
Incorporator


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: JMG Management Company, Inc.
2. The name and address of the registered agent and office is:

John M. Greco
359 Second Street South
Naples, FL 33940

This 19 day of February, 1996.


Ned Blumenthal
Incorporator

FILED
96 FEB 23 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

This 19 day of February, 1996.


John M. Greco
Registered Agent