

000400

**PROSPECTIVE
LEGAL & FINANCIAL SERVICES**

SECRET
TALLAHASSEE, FLORIDA

REFERENCE : 945056 81806A

COST LIMIT : 10000

Suite A201
2699 Stirling Road
Ft. Lauderdale, FL 33312

EXAMINER'S INITIALS:

~~44~~
5-a-26

ARTICLES OF INCORPORATION
OF
JRG COMMUNICATIONS, INC.

FILED
96 MAY -7 PM 2:48
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JRG COMMUNICATIONS, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.50 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office is 5010 Pineview Circle, Delray Beach, FL 33445 and the name of the initial registered agent of this corporation at that address is MILTON H. HERTZBERG.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting of the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MILTON H. HERTZBERG	5010 Pineview Circle Delray Beach, FL 33445
RHODA HERTZBERG	5010 Pineview Circle Delray Beach, FL 33445

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
MILTON H. HERTZBERG	5010 Pineview Circle Delray Beach, FL 33445

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of May, 1996.

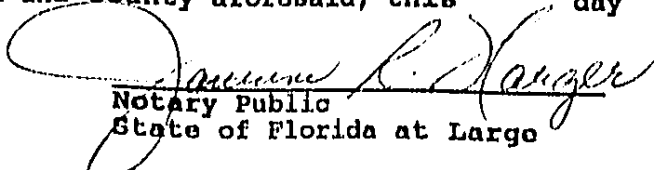
Milton Hertzberg
Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MILTON HERTZBERG, who is personally known to me and/or presented photo identification and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this day of May, 1996.


Notary Public
State of Florida at Large

My commission expires:



JANENNE H. HARGER
MY COMMISSION # CC420984 EXPIRES
November 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 40.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT JRJ COMMUNICATIONS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF DELRAY BEACH, STATE OF FLORIDA, HAS NAMED MILTON HERTZBERG, LOCATED AT 5010 PINEVIEW CIRCLE OF CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Milton Hertzberg
TITLE President
DATE 5-2-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY PERFORMANCE OF MY DUTIES.

SIGNATURE Milton Hertzberg
Resident Agent
DATE 5-2-96

FILED
96 MAY -7 PM 2:45
TALLAHASSEE, FLORIDA