

P96000043028

JALS OF PLANTATION, INC.

13100 SW 128 Street

Miami, FL 33186

May 8, 1996

Department of State
Division of Corporations
Corporate Filing Section
P.O. Box 6327
Tallahassee, FL 32314

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-05/15/96--01036--004
****122.50 ****122.50

EFFECTIVE DATE
5 8 96

To Whom it may concern:

Enclosed please find two (2) certificates of Incorporation, Certificate designating resident agent, and a check in the amount of \$122.50 for forming the following corporation:

JALS OF PLANTATION, INC.

Please process these papers so we can file the above to be a corporation. You may use the following as the return address for these papers:

13100 SW 128 Street
Miami, FL 33186

Thank you for your attention in this matter.

Sincerely,


Joseph Falowitz
President

JF:amd

Encl.

FILED
96 MAY 13 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

↓ **REGISTER MAY 21 1996**

EFFECTIVE DATE

Articles of Incorporation

of

JALS OF PLANTATION, INC.

We, the undersigned incorporators hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

Article I - Name

The name of this corporation shall be as stated above, namely:

JALS OF PLANTATION, INC.

Article II - Beginning of Corporate Existence

The date when the corporate existence of this corporation shall commence shall be:

5/8/96

Article III - General Nature of Business

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

Article IV - Capital Stock.

The maximum number of shares of capital stock authorized to be issued by this corporation shall be Sixty shares having a par value of None per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporators, or by the board of directors, at a meeting called for such purpose. All Stock when issued shall be full paid for and shall be non assessable.

Article V - Initial Capital

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

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MAY 13 1996
TALLAHASSEE, FLORIDA
9:36 AM

Article VI - Term of Existence

This corporation shall have perpetual existence

Article VII - Principal Office

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch office and other places of business at such other places within or without the State of Florida that may be deemed expedient:

13100 SW 128 Street
Miami, FL 33186

Article VIII - Directors

There shall be a board of directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate by laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation maybe removed, without cause at any annual or special meeting of the board of directors, where a quorum is present, by the affirmative vote for a majority of the directors present at said meeting.

Article IX - Initial Board of Directors

The members of the first board of directors are:

Joseph Falowitz
Michael Greenbaum

The members of the first board of directors, unless otherwise provided by the by laws, shall hold office for the first year of the corporate existence or until their successors are elected or appointed and have qualified.

Article X - Incorporators

The names and addresses of all incorporators to these Articles of Incorporation are

Joseph Falowitz
3910 Little Avenue
Coconut Grove, FL 33133

Michael Greenbaum
9510 SW 98 Street
Miami, FL 33176

XI - Initial registered agent and Street Address

The name and address of the initial registered agent is

Joseph Falowitz
13100 SW 128 Street
Miami, FL 33186

Article XII - Conflict of Interest

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 officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors 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, any director of this corporation who is also a director or officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any such meeting of the board of directors and may vote at any such meeting of the board of directors of this corporation, which shall authorize and such contract or transaction, with like force and effect as if they were not such a director or officer of such other corporation or not so interested.

Article XIII - Assignment of Subscriptions

The original subscriber to these Articles of Incorporation shall have the right, upon incorporation to assign and deliver their subscriptions to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the law of the State of Florida, and the execution of the necessary instruments of assignment; provided, however, that any, but not all of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

Articles XIV - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

In Witness Whereof, we have executed these Articles, Incorporation for the uses and purposes herein stated this 8 day of May, 1996.

(Signature)

(Signature)

(Signature)

State of Florida
County of Dade SS:

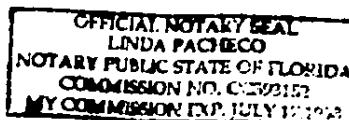
I Hereby Certify that on this day, before a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

Joseph Falowitz
Michael Greenbaum

to me known to be the persons described as subscribers to the foregoing Articles of Incorporation, in and who executed the same, and acknowledge before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

Witness my hand and official seal at Dade County, Florida, this 9 day of May, 1996.

Linda Pacheco
Notary Public, State of Florida at Large



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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: JALS OF PLANTATION, INC.

2. The name and address of the registered agent and office is:

Joseph Falowitz
(NAME)
13100 SW 128 Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Miami, FL 33186
(CITY/STATE/ZIP)

RECEIVED
SEP 13 PM 9:36
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.


(SIGNATURE)

5-8-96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314