

LAW OFFICES OF
BRUCE JAY TOLAND
A PROFESSIONAL ASSOCIATION

1100 BRICKELL AVENUE
SUITE 1100
MIAMI, FLORIDA 33131
TELEPHONE (305) 371-8030
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P96000046984

May 21, 1996

BRUCE JAY TOLAND
NINA ZUCKERMAN CHIEF
JAMES M. FISHER
STACEY SCHWABE GOLDSTEIN
STUART G. HONOWITZ
MARY H. KONNIK
ROWENA D. REICH
JEFFREY D. RUBINSTEIN
OF COUNSEL

ALSO ADMITTED IN PENNSYLVANIA & NEW JERSEY

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001843462
-05/30/96--01003--011
****122.50 ****122.50

Re: J & A CONSULTING, INC.

Dear Sir or Madam:

Enclosed please find TWO original executed copies of the Articles of Incorporation for J & A Consulting, Inc., along with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee:	\$35.00
Certified copy fee:	52.50
Registered Agent filing fee:	<u>35.00</u>
	\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: Bruce Jay Toland, Esq.

BJT:gvk
enclosures

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JUN 4 1996

FILED
JUN 28 11:10:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
J & A CONSULTING, INC.

FILED

96 MAY 28 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is, J & A CONSULTING, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: c/o Bruce Jay Toland, Esquire., 800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: c/o Bruce Jay Toland, Esquire., 800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, 800 Brickell Avenue, Suite 1100, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
BRUCE JAY TOLAND	800 Brickell Avenue, Suite 1100 Miami, Florida 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation and Officers are:

Names

Addresses

John Shepard

c/o Bruce Jay Toland, Esquire
800 Brickell Avenue, Suite 1100
Miami, Florida 33131

Alan Rubin

c/o Bruce Jay Toland, Esquire
800 Brickell Avenue, Suite 1100
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of May, 1996.



BRUCE JAY TOLAND

STATE OF FLORIDA :
: DBI
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BRUCE JAY TOLAND, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 21st day of May, 1996.



NOTARY PUBLIC, State of Florida
at Large

My Commission expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT J & A CONSULTING, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE JAY TOLAND,
LOCATED AT 800 BRICKELL AVENUE, SUITE 1100, MIAMI, FLORIDA 33131,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



BRUCE JAY TOLAND

May 21, 1996

DATE

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



BRUCE JAY TOLAND

FILED
96 MAY 28 AM 10:47
TOLAND
SECRETARY OF STATE
TALLAHASSEE, FLORIDA