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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: LEVINE & PARTNERS, P.A.

DEPARTMENT OF STATE

1110 BRICKELL AVE

STATE OF FLORIDA

ATTENTION: LIZ

409 EAST GAINES STREET

MIAMI FL 33131-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: JEFFCO INC.

FAX AUDIT NUMBER: H96000010536

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 30, 1996

LEVINE & PARTNERS, P.A.

MIAMI, FL

SUBJECT: JEFFCO INC.
REF: W96000018948

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Loria Poole
Corporate Specialist

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SECRET
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**ARTICLES OF INCORPORATION OF
JEFFCO HOLDINGS INTERNATIONAL, INC.**

**ARTICLE I
NAME**

The name of the Corporation is JEFFCO HOLDINGS INTERNATIONAL, 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: 3869 N.W. 52ND Street, Boca Raton, Palm Beach County, Florida 33496.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: 3869 N.W. 52ND Street, Boca Raton, Florida 33496.

Eric Kaplan, Esq.
1110 Brickell Avenue
7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 223557

FA#: H96000010536

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$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 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Eric Kaplan, Esq.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Eric Kaplan, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
DIRECTORS

The initial director of the corporation is:

Jeffrey Barris

ARTICLE X
POWERS

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

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**ARTICLE XI
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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of July, 1996.



ERIC KAPLAN ESQ.

STATE OF FLORIDA :
: SS:
COUNTY OF DADE :

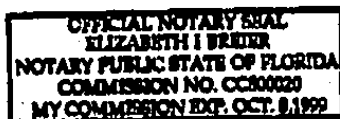
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ERIC KAPLAN, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 31st day of July, 1996.



NOTARY PUBLIC, State of Florida

My Commission Expires:



FA#: H96000010536

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**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 JEFFCO HOLDINGS INTERNATIONAL, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ERIC
KAPLAN, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.


ERIC KAPLAN, ESQ.
INCORPORATOR
JULY 31, 1996

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.


ERIC KAPLAN, ESQ.

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