

Evett L. Simmons Lynn D. Soloriyan Norsen S. Dreyer Joseph J. Manoini Padriok A. Pinkney Pam E. Booker Donna M. Douglas (Of Cunnal)

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299 Broadway, Buite 420 New York, New York 10007 Telephone: (212) 385-4840 Facalmile: (212) 385-4844

PLEASE REPLY TO: Port St. Lucie

July 25, 1996

Via Overnight Delivery

Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Jubak Huey Development Company, Inc.

000001925526 -08/19/96--01034--005 ****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for Jubak Huey Development Company, Inc. along with a check in the amount of \$122.50 to cover your filing fees, certification fees and status report.

Please file the original of the enclosed Articles and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS, SOLOMON, DREYER & MANCINI

Padrick A. Pinkney, Esquire

For the Firm

PAP/aft

Enclosures

FILED

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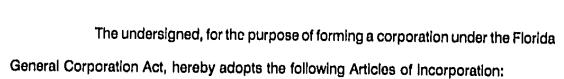
SEGRETARY OF STATE
TALLAHASSEE, FLORID

D.2094

ARTICLES OF INCORPORATION

OF

JUBAK HUEY DEVELOPMENT COMPANY, INC.



ARTICLE ONE

NAME

The name of this Corporation shall be JUBAK HUEY DEVELOPMENT COMPANY, INC.

ARTICLE TWO

DURATION

The term of existence of this Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporations Act.



ARTICLE FOUR

CAPITAL STOCK

The Corporation is authorized to Issue Two Hundred Thousand (200,000) shares of common stock, with One Dollar (\$1.00) par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The principal office and mailing address of the Corporation shall be 1726 Okeechobee Road, Suite C, Fort Pierce, Florida 34950, and the name of the initial registered agent is Julius S. Baker, Sr., 1726 Okeechobee Road, Suite C, Fort Pierce, Florida 34950.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This Corporation shall have Three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment to the Articles of Incorporation in the manner provided in the By-laws.

The name and address of the initial Directors of this Corporation are:

Julius S. Baker, Sr. 1726 Okeechobee Road, Suite C Fort Pierce, Florida 34950.

Dorothy G. Baker 1726 Okeechobee Road, Suite C Fort Pierce, Florida 34950.

Douglas G. Huey 475 N.W. 30th Terrace Fort Lauderdale, Florida

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

Julius S. Baker, Sr. 1726 Okeechobee Road, Suite C Fort Pierce, Florida 34950.

ARTICLE NINE

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE TEN

INDEMNIFICATION

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

ARTICLE ELEVEN

BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board of Directors or by an affirmative vote of a majority of all the Directors present in person or by proxy.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of July, 1996.

Julius S. Baker, Sr.

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OR DOMICILE FOR THE SERVICES OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Jubak Huey Development Company, Inc., a Corporation for Profit, has named Julius S. Baker, Sr., 1726 Okeechobee Road, Suite C. Fort Pierce, Florida 34950, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Hulius L. Bakor, 27.
Julius S. Baker. Sr.

STATE OF FLORIDA

COUNTY OF ST. LUCIE

THE FOREGOING INSTRUMENT was acknowledged before me this 26th day of July, 1996, by Julius S. Baker, Sr., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of July, 1996.

PADRICK A PRINNEY
My Commission C0334400
Expire Dec. 06, 1987
Bonded by Hall
800-422-1988

NOTARY PUBLIC-State of Florida

015\Baker\Articles

SUBSCRIPTION AGREEMENT

The undersigned person hereby subscribes to Thirty-Four Thousand (34,000) shares of Jubak Huey Development Company, Inc., a corporation to be formed under the laws of the State of Florida, a copy of the Articles of Incorporation and Bylaws of such corporation having been read by me prior to the execution hereof. The undersigned hereby agrees to pay for such stock at the price per share agreed upon by the Board of Directors, in such proportions and at such times as may be determined by the Board of Directors.

It is understood and agreed that preincorporation subscriptions will not be offered to more than five persons prior to incorporation.

Dated: Auly 26, 1996

Witnesses:

Print Name: Alex Forming Trakes

Print Name: Ja Lucle Y. (Luka-

Subscriber

Julius S. Baker S.

Julius S. BAKER, SR.