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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX #: (904) 922-4001  
ACCT#: 072450003255  
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NAME: JGR & PARTNERS, INC.  
AUDIT NUMBER.....H96000014568  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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EMPIRE CORPORATE KIT

P.04/96



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morham**  
Secretary of State

October 17, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: JGR & PARTNERS, INC.**  
**REF: WD6000022056**

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If you have any questions concerning the filing of your document, please call (904) 487-6878.

**Terri Buckley**  
Corporate Specialist

**FAX Aud. #: WD6000014568**  
**Letter Number: 496A00047603**

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(4)

JOE A PARTNERS, INC.ARTICLES OF INCORPORATION

The undersigned, desiring to incorporate a corporation under and in accordance with the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

JOE A PARTNERS, INC.

2. The principal office address of the Corporation is: 3361 S.W. Third Avenue, Miami, Florida 33145

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at 3361 S.W. Third Avenue, Miami, Florida FL 33145, and the initial Registered Agent shall be Ivor Hamberger.

6. The name and address of the sole incorporator hereof is:

NameAddressIvor Hamberger3361 S.W. Third Avenue  
Miami, Florida 33145

Paul M. Cummings, Esq.  
1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131  
Florida Bar No. 161271  
(305) 371-7800

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7. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial Director is:

Name

Address

Ivor Bamberger

3361 S.W. Third Avenue  
Miami, Florida 33145

8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida, including the ownership and operation of furnishing advertising and public relations services through newspaper, magazine, television, radio and other media to clients of different natures and descriptions.

9. The term for which the Corporation is to exist is perpetual.

10. The formation of the Corporation shall be effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9 day of October, 1996.

Ivor Bamberger  
IVOR BAMBERGER

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of October, 1996, by IVOR BAMBERGER who, is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.



MARY SIMONS  
COMMISSION # CC 436666  
EXPIRES JAN 26, 1999  
SERIES 1000  
ATLANTIC SONS OF D.C., INC.

NOTARY PUBLIC

Mary Simons

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE 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:

FIRST: That JCE A PARTNERS, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade State of Florida, has named IVOR HAMBERGER located at 3361 S.W. Third Avenue, Miami, Florida Florida 33145, as its agents to accept service of process within this state.

ACKNOWLEDGEMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keep open said office.

By:

Ivor Hamberger  
IVOR HAMBERGER  
(Resident Agent)

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TOTAL P.00