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TRANSMITTAL LETTER

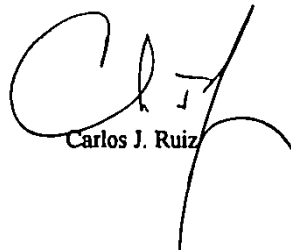
November 15, 1996

Department of State  
Division of Corporations  
Tallahassee, Florida 32314

100002011131--5  
-11/21/96--01049--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: J GROUP INTERNATIONAL, INC.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75 (Filing Fee & Certificate).

  
Carlos J. Ruiz

From: Carlos J. Ruiz  
560 South Shore Drive  
Miami Beach, Florida 33141  
305-827-1336

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

July 30, 1996

CARLOS J. RUIZ  
560 S. SHORE DR.  
MIAMI, FL 33141

The name J GROUP INTERNATIONAL, INC. has been reserved for 120 days beginning July 22, 1996. The reservation number is R96000003519 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 996A00035331

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I "NAME"

The name of the corporation shall be: J GROUP INTERNATIONAL, Inc.

### ARTICLE II "PRINCIPAL OFFICE"

The principal place of business and mailing address of this corporation shall be:

560 South Shore Drive  
Miami Beach, Florida  
33141

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### ARTICLE III "SHARES"

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of the par value of \$ 1.00 each

### ARTICLE IV "INITIAL REGISTERED AGENT AND STREET ADDRESS"

The name and address of the initial registered agent is:

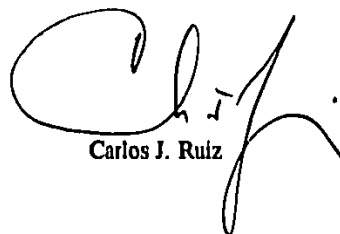
Alex J. Ruiz  
DYNAMIC FINANCIAL CORPORATION  
4355 W. 16th Avenue  
Suite 201  
Hialeah, Florida  
33012

### ARTICLE V "INCORPORATOR(S)"

The name(s) and street(es) of the incorporators to these Articles of Incorporation is (are):

Carlos J. Ruiz  
560 South Shore Drive  
Miami Beach, Florida  
33141

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15th day of November, 1996.

  
Carlos J. Ruiz

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

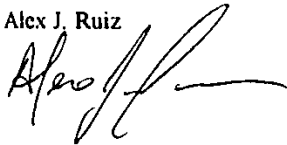
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: J Group International, Inc.
2. The name and address of the registered agent and office is:

Alex J. Ruiz  
DYNAMIC FINANCIAL CORPORATION  
4355 W. 16th Avenue  
Suite 201  
Hialeah, Florida  
33012

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.

Alex J. Ruiz



Date:

11/15/96

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