

LAW OFFICES  
**ALBERTINE & GILL**  
A PROFESSIONAL ASSOCIATION

**MICHAEL O. ALBERTINE\***  
**A. WAYNE GILL**

Also Admitted in New Jersey\*

P96 000 101 234

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DEC 13 PM 3:02  
FEDOR F. DRILL  
of Counsel  
FILED

November 15, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32301

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-11/19/96--01167--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **J.G.H. HOLDINGS, INC.**

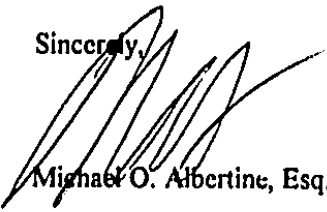
Dear Sir and Madam:

Please find enclosed original and one copy of the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$70.00 for the filing of said Articles.

Please return to us a Copy of same in the enclosed self addressed envelope provided.

Thank you for your courtesy and cooperation in this matter.

Sincerely,

  
Michael O. Albertine, Esq.

MOA/cw  
Enclosure

Delgado.JGILSecSt.ltr

W96-24495  
502

P. O. 12-5548 DEC 16 1996

LAW OFFICES  
**ALBERTINE & GILL**  
A PROFESSIONAL ASSOCIATION

MICHAEL O. ALBERTINE\*  
A. WAYNE GILL

\*Also Admitted in New Jersey\*

THEODORE F. BRILL  
of Counsel

December 9, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32301

FILED  
96 DEC 13 PM 3:02  
TALLAHASSEE, FLORIDA

Re: J.G.H. HOLDINGS II, INC.

Dear Sir and Madam:

Please find enclosed original and one copy of the Articles of Incorporation for the above-captioned entity. Also enclosed is a copy of your letter dated November 25, 1996.

Please return to us a Copy of same in the enclosed self addressed envelope provided.

Thank you for your courtesy and cooperation in this matter.

Sincerely,



Carol Whitford  
Secretary to Michael O. Albertine, Esq.

MOA/cw  
Enclosure

Delgado.JGII.SecSLtr

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96 DEC 13 AM 11:29  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 25, 1996

MICHAEL O ALBERTINE ESQUIRE  
2200 W COMMERCIAL BLVD STE 301  
FT LAUDERDALE, FL 33309

SUBJECT: J.G.H. HOLDINGS, INC.  
Ref. Number: W96000024895

FILED  
96 DEC 13 PM 3:02  
TALLAHASSEE, FLORIDA

We have received your document for J.G.H. HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 096A00053432

**ARTICLES OF INCORPORATION  
OF**

**J.G.H. HOLDINGS II, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be **J.G.H. HOLDINGS II, INC.**, and the initial address of this corporation shall be 10700 SW 48th Street, Cooper City FL 33328.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial registered office of this corporation shall be at 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Michael O. Albertine, Esquire.**

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TALLAHASSEE, FL  
SECRETARY OF STATE

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

**HERMINIO DELGADO**  
10700 SW 48th Street  
Cooper City FL 33328

#### ARTICLE VIII

The name and address of the Incorporator is **Michael O. Albertine, Esquire**, 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

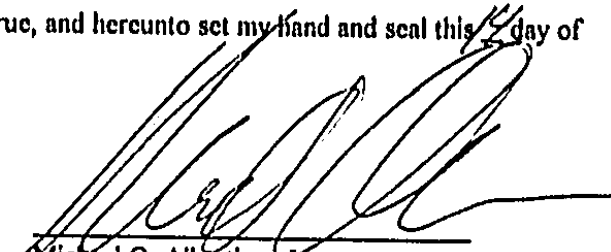
#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

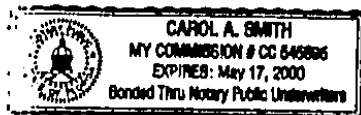
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named,  
for the purpose of forming a corporation to do business both within and without the State of Florida,  
under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and  
certifying that the facts herein stated are true, and hereunto set my hand and seal this 18 day of  
November, 1996.


  
Michael O. Albertine, Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared **MICHAEL O. ALBERTINE**,  
to me known to be the person described in and who executed the foregoing Articles of Incorporation,  
who, after being duly sworn under oath, acknowledged before me that he executed the same for the  
purpose therein expressed, and that I relied upon the following form of identification of the above-  
named person: Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this 18 day of  
November, 1996.



  
Notary Public


**Carol A. Smith**  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, J.G.H. HOLDINGS II, INC. desiring to organize under the laws of the State of Florida, has named **Michael O. Albertine, Esquire**, 2200 West Commercial Boulevard, Suite 301, Fort Lauderdale, County of Broward, State of Florida 33309, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501, Florida Statutes.

  
MICHAEL O. ALBERTINE, ESQUIRE  
Registered Agent

DATED: this 4 day of November, 1996

moa@delgado/art.incor

FILED  
96 DEC 13 PM 3:03  
TALLAHASSEE, FLORIDA