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**BODZIN & BODZIN**

**ATTORNEYS AT LAW**

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(407) 539-2218  
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(813) 528-2553

December 16, 1996

Via Federal Express Overnight Delivery

Secretary of State  
Division of Corporations  
Tallahassee, Florida

Re: JABS CORPORATION

600002031106--8  
-12/17/96--01113--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Ladies and Gentlemen:

I trust you will find enclosed herewith Articles of Incorporation of JABS CORPORATION and my personal check in the sum of \$70.00, to cover the cost of the filing fee and appointment as Registered Agent.

I thank you for your always kind attention and cooperation.

Sincerely yours,

MARTIN I. BODZIN

MIB:db  
Enclosures

*Jabs Real Estate Management Corp.*

Mr. Bodzin GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Name  
DATE 12/20/96  
DOC. EXAM BL

**FILED**  
96 DEC 17 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
635279

FILED

96 DEC 17 AM 10:12

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JABS REAL ESTATE MANAGEMENT CORP.

THIS IS TO CERTIFY that we, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes 1995, Chapter 607, and statutes amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, and we do certify that:

1. The name of the corporation is:

JABS REAL ESTATE MANAGEMENT CORP.

2. The major purpose of the corporation will be to engage in the business of operating an executive suite and providing services to its licensees. In addition, the general nature of the business transacted shall be:

To engage in any one or more of the businesses and to exercise any or all of the powers authorized and permitted by the said Statutes to corporation formed thereunder.

Further, and not by way of limitation of the preceding paragraph, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be ONE HUNDRED (100) shares of Common Stock at a par value of TEN (\$10.00) DOLLARS per share.

4. The corporation shall commence business with not less than ONE THOUSAND (\$1,000.00) DOLLARS in cash.

5. The corporation shall have perpetual existence.

6. The post office address of the principal office of the corporation shall be:

Suite 240, One Park Place  
621 Northwest 53rd Street  
Boca Raton, Florida 33487

7. There shall be two (2) directors initially. The number of directors may be changed by a majority vote of the directors then in power.

8. The name and post office address of the members of the first Board of Directors, and the Officers, who, subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

NEIL EISENBAND  
4801 NW 26th Avenue  
Boca Raton, FL 33434

President, Treasurer  
and Director

MARTIN I. BODZIN  
3370 North 36th Place  
Hollywood, FL 33487

Vice-President, Secretary  
and Director

9. The name and post office address of the subscribers to these Articles of Incorporation, and a statement of the number

of shares of stock which we agree to take and the value of the consideration therefor, are as follows:


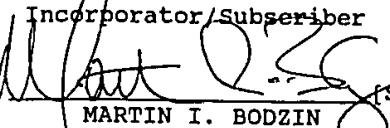
**FILED**  
DEC 17 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
NEIL EISENBAND AND RANDI EISENBAND, HIS WIFE 4801 NW 26th Avenue Boca Raton, FL 33434	50	\$500.00
MARTIN I. BODZIN AND DONNA BODZIN, HIS WIFE 3370 North 36th Place Hollywood, FL 33487	50	\$500.00

10. The corporation designates as its registered office the office of BODZIN & BODZIN, Attorneys at Law, Suite 300, 3050 Aventura Boulevard, Aventura, Florida 33180 and GARY A. BODZIN, ESQ. as its registered agent, and he does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

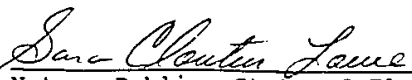
IN WITNESS WHEREOF, we have hereunto set our hands and seals at Boca Raton, Florida, this 12th day of December, 1996.

  
[SEAL]  
NEIL EISENBAND  
Incorporator/Subsriber  
  
[SEAL]  
MARTIN I. BODZIN  
Incorporator/Subsriber

STATE OF FLORIDA            ]  
                                  : ss.  
COUNTY OF PALM BEACH    ]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, appeared NEIL EISENBAND and MARTIN I. BODZIN, to me personally known or who have produced                                    as identification, and who executed the foregoing Articles of Incorporation, and who, after taking an oath, acknowledged before me that they subscribed to the said Articles of Incorporation.


SWORN TO AND SUBSCRIBED before me this 12th day of December, 1996.

  
Notary Public, State of Florida  
at Large  
My Commission Expires:



ACCEPTANCE

I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
GARY A. BODZIN  
Registered Agent