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BODZIN & BODZIN

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December 16, 1996

Via Federal Express Overnight Delivery

Secretary of State
Division of Corporations
Tallahassee, Florida

Re: JABS CORPORATION

Dear Ladies and Gentlemen:

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

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
635.279

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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


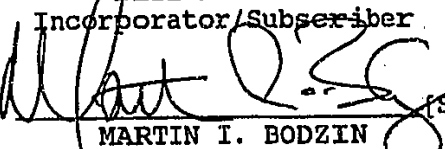
of shares of stock which we agree to take and the value of the consideration therefor, are as follows:

<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/Subscriber
 [SEAL]
MARTIN I. BODZIN
Incorporator/Subscriber

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:

