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FILED
DEC 30 PM 2:01
TALLAHASSEE, FLORIDA

Date: December 27, 1996

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

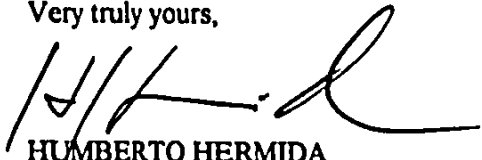
80000204 1788--9
-12/31/96--01033--001
****122.50 ****122.50

RE: JSC Financial Group, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of JSC Financial Group, Inc., along with a draft in the sum of \$122.50, made payable to the Secretary of State to cover filing fees. Please process same and forward a certified copy to us at your earliest convenience.

Very truly yours,



HUMBERTO HERMIDA
1601 N.W. 97th Avenue
Suite D
Miami, Florida 33172

Enclosures

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F. GARDNER JAN 3 1997

ARTICLES OF INCORPORATION
OF
JSC FINANCIAL GROUP, INC.

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ARTICLE I

The name of this corporation is JSC Financial Group, Inc.

ARTICLE II

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

This corporation is authorized to issue Five Hundred (500) shares of common stock, one dollar (\$1.00) par value.

ARTICLE V

The street address of the business office of this corporation is: 1601 N.W. 97th Avenue, Suite D, Miami, Florida 33172. The name of the initial registered agent of this corporation is: HUBERTO HERMIDA, and the initial registered office address is: 1601 N.W. 97th Avenue, Suite D, Miami, Florida 33172.


HUBERTO HERMIDA
Registered Agent

ARTICLE VI

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation shall be:

HUBERTO HERMIDA
1601 N.W. 97th Avenue
Suite D
Miami, FL 33172

MARTA E. HERMIDA
1601 N.W. 97th Avenue
Suite D
Miami, FL 33172

ARTICLE VII

The names and addresses of the persons signing the Articles of Incorporation are:

HUBERTO HERMIDA
1601 N.W. 97th Avenue
Suite D
Miami, FL 33172

MARTA E. HERMIDA
1601 N.W. 97th Avenue
Suite D
Miami, FL 33172

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

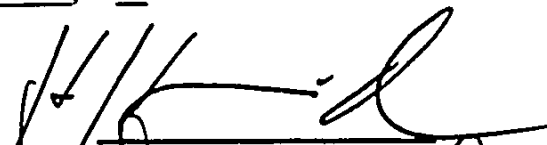

The corporation shall indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this

27th day of December, 1996.


HUMBERTO HERMIDA

MARTA E. HERMIDA

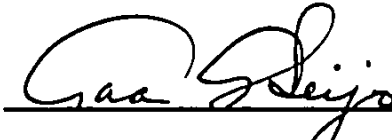
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared HUBERTO HERMIDA and MARTA E. HERMIDA, to me well known to be the persons who executed the foregoing Articles of Incorporation of JSC Financial Group, Inc., and they have acknowledged before me that they executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 27th day of December, 1996.



ANA A. SELJO
My Comm Exp. 6/20/99
Bonded By Service Ins
No. CC474270
~~My Comm Exp. 11/02/98~~



NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires: 6/20/99

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

**IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

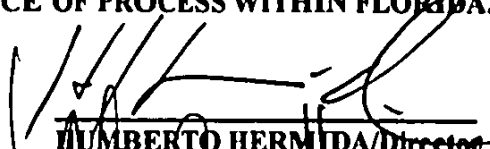
**FIRST THAT JSC Financial Group, Inc.
(Name of Business Organization)**


**WITH ITS PLACE OF BUSINESS AT: 1601 N.W. 97th Avenue
Suite D
Miami, Florida 33172**

HAS NAMED : HUBERTO HERMIDA

**LOCATED AT: 1601 N.W. 97th Avenue
Suite D
Miami, Florida 33172**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



HUBERTO HERMIDA/Director


MARTA E. HERMIDA/Director

Date: _____

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED ALIEN BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.**



Humberto Hermida/Registered Agent

Date: _____

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