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Law Offices

KENNETH G. STEVENS

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December 29, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: JKH Retail, Inc.

600002054556--6
-01/10/97--01099--006
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of an Articles of Incorporation for the captioned corporation. After this has been filed of record, please return a Certified Copy of the Articles to this office.

Also enclosed is my trust account check in the sum of \$122.50 to cover the fees.

Very truly yours,


Kenneth G. Stevens

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 10 PM 12:24

gg 1/16/97

**ARTICLES OF INCORPORATION
OF
JKH RETAIL, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 10 PM 12: 24

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be JKH RETAIL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in each and every phase of the the real estate development business, leasing of equipment and other personal property, construction, general contracting and all related construction activities and real estate buisness, rental and motel operation, wholesale and retail and real estate development, brokerage, sales, leasing, and other related business. Also residential rental, construction, development and related businesses, repair, maintenance and service business, retail and wholesale, equipment business, real estate ownership and management business, construction and investment business, general contracting, real estate ownership, wholesaling and retailing business and also real estate development, sales, brokerage, purchasing, subcontracting retailing, wholesaling of all types of products and services, and all related businesses and all other lawful business.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copy rights, trademarks, mortgages and licenses in the State of Florida and in all other states and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class and kind, except that it is not to conduct the following types of businesses: telephone or cemetery, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation ration is authorized to have outstanding at any one time is One Hundred shares (100) of common stock with a par value of Five (\$5.00) Dollars per share. The actual

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida shall be 412 N.E. 4th Street, Fort Lauderdale, Florida 33301.

The Board of directors may from time to time move the principal office to any other address in the State of Florida.

The Registered agent shall be Kenneth G. Stevens, and his address is 412 NE 4th Street, Fort Lauderdale, Florida 33301.

ARTICLE VII

This corporation shall have not less than one director; the number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office addresses of the members of the first Board of Directors are:

James. K. Hart
412 N.E. 4th Street
Fort Lauderdale, FL 33301

ARTICLE IX

The name and post office address of the subscriber to these Articles of Incorporation, the number of shares of stock that he/she agrees to take and the consideration therefor is:

NAME	NUMBER OF SHARES	CONSIDERATION
Kenneth G. Stevens 412 N.E. 4th Street Fort Lauderdale, Fla. 33301	100 Shares	\$5.00

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the

ARTICLE XI

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Special provisions for the regulation of the corporation are:

Section 1: The annual meeting of the stockholders and the directors of this corporation shall be fixed by the bylaws.

Section 2: The officers of this corporation shall be a president, a vice-president, a secretary and a treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold two of such offices, provided, however, that the president shall not hold the office of secretary or assistant secretary.


Section 3: The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock shall thereafter be considered as fully paid and non-assessable and may not be questioned by any future stockholder or member of the Board of Directors.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Charter of said corporation. The undersigned further consents to act as the registered agent of the corporation.

WITNESS my hand and seal this 29th day of December, 1996.

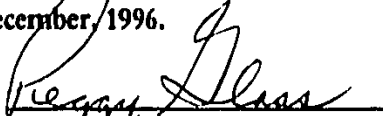

Kenneth G. Stevens

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Kenneth G. Stevens, as
Registered agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KENNETH G. STEVENS, to me known to be the person described in the foregoing Articles of Incorporation and acknowledge before me that he subscribed to those Articles of Incorporation this 29th day of December, 1996.


Notary Public

My Commission Expires: