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Check Number Only

1-16-97 Liza

Requestor's Name  
TESCHER CHAVES RUBIN  
Address  
9100 S. Dadeland Blvd Ph-1  
MIAMI FL 33156  
City State ZIP Phone  
670-04440

VALIDATION ONLY

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-01/21/97--01003--006  
\*\*\*122.50 122.50

CORPORATION(S) NAME

JAG Management, Inc.



Empire Toll Free: 1-800-432-3028

FILED  
97 JAN 21 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN 21 AM 8:07  
DIVISION OF CORPORATION

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

NR 796-5258  
CERTIFIED COPY

# TESCHER CHAVES RUBIN FORMAN & MULLER, P.A.

Attorneys-at-Law

One Datan Center  
Penthouse I  
9100 South Dadeland Boulevard  
Miami, Florida 33156-7819

Telephone (305) 670-0444  
Watts (800) 782-6392  
Fax (305) 670-0734

Robert A. Chaves  
Peter J. Forman  
Michael W. Kirshon  
Charles E. Muller II  
Charles D. Rubin  
Donald R. Tescher

of counsel  
Dale A. Heckerling  
Deborah Plaks Hochman  
William C. Lewis, Jr., P.A.  
Gary D. Lipson

Boca Corporate Center  
Suite 216  
2101 Corporate Boulevard  
Boca Raton, Florida 33431-7343

Telephone (407) 998-7847  
Watts (800) 288-2925  
Fax (407) 998-2642

REPLY TO:

December 10, 1996

Miami

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of JAG Management, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of JAG Management, Inc.

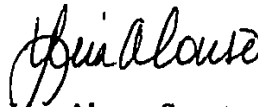
Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Designation	\$35.00

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,



Lisa Alonso, Secretary to  
CHARLES E. MULLER II

/lda  
Enc.

**ARTICLES OF INCORPORATION  
OF  
JAG MANAGEMENT, INC.**

**FILED  
97 JAN 21 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:  
  
JAG MANAGEMENT, INC.

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 9,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 900 shares of Class A Common Stock;
- B. 8,100 shares of Class B Common Stock.

Prepared by:  
Charles E. Muller II, Florida Bar No. 239356  
9100 S. Dadeland Blvd., #1707  
Miami, FL 33156-7819  
305-670-0444

All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

#### ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Jonathan E. Aibel  
10598 N.W. South River Drive  
Medley, Florida 33178

#### ARTICLE VI

This corporation shall have three directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Jonathan E. Aibel  
6463 S.W. 107 Street  
Miami, Florida 33156

Audrey K. Miranda  
13033 S.W. 63 Court  
Miami, Florida 33156

Ginette S. Simon  
2569 Lake Avenue  
Sunset Island II  
Miami Beach, Florida 33140

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

**ARTICLE VII**

The name and address of the incorporator of the corporation is:

Charles E. Muller II  
9100 S. Dadeland Blvd., #1707  
Miami, Florida 33156-7819

**ARTICLE VIII**

The mailing address of the corporation is:

10598 N.W. South River Drive  
Medley, Florida 33178

Executed at Miami, Florida, this 16<sup>th</sup> day of January, 1997.

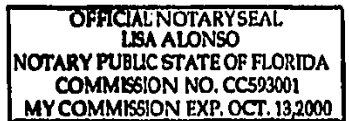
Charles Muller II  
Charles E. Muller II, Incorporator

STATE of FLORIDA            )  
  ) SS  
COUNTY of DADE            )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of January, 1997, by Charles E. Muller II. He is personally known to me and did not take an oath.

Lisa Alonso  
Name: \_\_\_\_\_  
Serial No.: \_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of JAG MANAGEMENT, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 15<sup>th</sup> day of January, 1997.



Jonathan E. Aibel,  
Registered Agent

RWVArtInc.JAG

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97 JAN 21 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA