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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FIRST J ASSOCIATES INC.

AUDIT NUMBER.....H97000003303

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

FIRST J ASSOCIATES INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is:

FIRST J ASSOCIATES, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation and mailing address is 730 - 3rd Street, Miami Beach, FL 33139.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue 1000 shares. The Par Value of each share is One (\$1.00) Dollar.

ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT

The Street address of the initial registered office of the corporation is 11900 Biscayne Blvd., Suite 301, North Miami, FL 33181. The name of the initial registered agent at that office is Richard A. Golden.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Primera Josephine Lobbe, 730 - 3rd Street, Miami Beach, FL 33139.

Prepared by:
RICHARD A. GOLDEN, ESQ.
Florida Bar No. 270271
11900 Biscayne Blvd., Suite 301
North Miami, Florida 33181
805-898-1800

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**ARTICLE VI
DURATION AND PURPOSE**

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

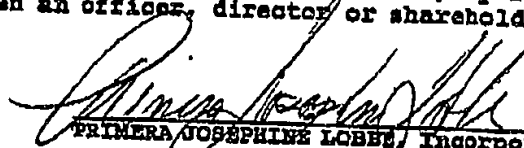
**ARTICLE VII
NAMES OF DIRECTORS/OFFICERS**

The President/Director/Secretary and Treasurer of the corporation shall be:

PRIMERA JOSEPHINE LOBBE, President and Director
whose address is 730 - 3rd Street, Miami Beach, Florida 33139.

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.


PRIMERA JOSEPHINE LOBBE, Incorporator
Date: 2/25/97

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and heraby accept same and agree to act in that capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.


RICHARD A. GOLDEN, Registered Agent Date

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