

**CHRISTOPHER P. KELLEY, P.A.**

ATTORNEYS AT LAW  
11098 BISCAYNE BOULEVARD  
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April 17, 1997

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399


Re: JAZBRO, INC.

Dear Madam or Sir:

Enclosed please find my operating account check in the amount of \$132.00, for the above-referenced corporation, and the Articles of Incorporation, with a copy for the registration of the above-referenced corporation(s). Please return the certified copy to me VIA Federal Express. Enclosed is a self-address airbill.

Thank you for your cooperation.

Very truly yours,

  
Christopher P. Kelley, Esq.

CPK/kw  
enclosures

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ARTICLES OF INCORPORATION  
OF  
JAZBRO, INC

ARTICLE I  
CORPORATE NAME

The name of this corporation shall be:

JAZBRO, INC

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue a maximum of \$7,500.00 shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered office in the State of Florida shall be:

REGISTERED AGENT

Christopher P. Kelley

ADDRESS OF INITIAL REGISTERED OFFICE

11098 Biscayne Blvd., Suite 205  
Miami, Florida 33161

ARTICLE VI  
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have one (1) Director(s) initially.

ARTICLE VII  
INITIAL DIRECTORS

The name and post office address of the first Director(s) of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jo Anne Zarowny	231 N E 104 <sup>th</sup> Street Miami Shores, FL 33138

The first Director(s) shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII  
INCORPORATION

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHRISTOPHER P. KELLEY	11098 Biscayne Blvd., Suite 205 Miami, Florida 33161

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

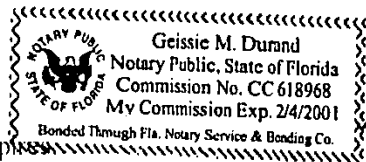
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of April, 1997.

  
CHRISTOPHER P. KELLEY

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE )

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHRISTOPHER P KELLEY, personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 17th day of April, 1997.



My commission expires

*Geissie M. Durand*  
Notary Public

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION

Pursuant to Chapter 48 091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST that JAZBRO, INC qualified to do business under the laws of the State of Florida with its principal office at 231 N E. 104<sup>th</sup> Street, Miami Shores, FL 33138 has appointed:

CHRISTOPHER P. KELLEY  
11098 Biscayne Blvd., Suite 205  
Miami, Florida 33161

as its agent to accept service of process within this State

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office

*Christopher P. Kelley*  
Christopher P. Kelley  
Registered Agent

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