

PA7000003676 S

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 APR 24 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. APR 24 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE 4.24.97 _____
TIME 9:19 _____ CK No. _____
BY CFB _____

WALK-IN
Will Pick Up _____

RE: JBB II, Inc

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Att. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ Cert. Copy(s)		
Att. of Amend. File		
Dissolution/Withdrawal		
C U B		
Fictitious Name File		
Name Reservation		
Annual Report/Restatement		
Reg. Agent Service		
Document Filing		
Corporate KII		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Counter Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

JBB II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is JBB II, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is J.B.B. II Inc. c/o Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131, and the corporation's mailing address is Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Michael B. Chesal, Esquire. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Ronny J. Halperin, Esquire, 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VIII

BYLAWS

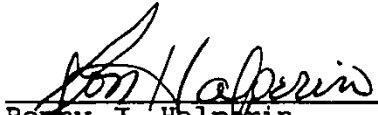
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of April, 1997.



Ronny J. Halperin

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CERTIFICATE OF REGISTERED AGENT

OF

JBB II, INC.

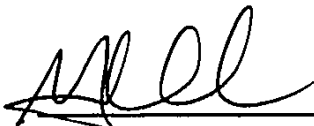
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That JBB II, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Michael B. Chesal, Esquire, located at 1970 Miami Center, 201 So. Biscayne Blvd., Miami, Florida 33131, County of Dade, State of Florida, 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, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 21st day of April, 1997.



Michael B. Chesal

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97 APR 24 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA