POTODO HAHY T THE UNITED STATES CORPORATION

Patricia Pyjut P.O. Box 5828 Tallahassee, FL 32314 Account No.: 072100000032 (800) 342-8086 Reference : 4303929 (Requestor's Name) 1201 Hays Street Authorization: (Address) Tallahassee, FL 32301 222-9171 Cost Limit : \$ 122.50 (City, State, Zip) CIS Contact: Gail Shelly OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk in Pick up time Mail out Certificate of Status Will wait Photocopy AMENDMENTS NEW FILINGS Amendment **Profit** Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution Withdrawal Domestication Merger Other REGISTRATION/ L OTHER FILNGS OUALIFICATION: Annual Report Foreign Fictitious Name

Limited Partnership

Reinstatement Trademark Other

Name Reservation

ARTICLES OF INCORPORATION

OF



J.N. HOLDINGS, INC.

ARTICLE I

The name of the corporation is J.N. HOLDINGS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Jeffrey S. Tenen, 1221 Brickell Avenue, Suite 1900, Miami, Florida 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

The name of the Incorporator is Jeffrey S. Tenen and the address of the Incorporator is 1221 Brickell Avenue, Suite 1900, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of May, 1997.

Jeffrey S. Tenen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of J.N. HOLDINGS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

By: Karen Rozar, As Agent

Dated: May 13, 1997