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5/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: PAW FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX 1: (305)358-7832

NAME: J.A.. INC.

AUDIT NUMBER.....H97000007919

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

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Sandra B. Mortham
Secretary of State

May 14, 1997

ACE INDUSTRIES, INC.

SUBJECT: J.A., INC.
REF: W97000011217

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-7919

ARTICLES OF INCORPORATION

Article 1: Name of Corporation SHARP, INC.
Address of Corporation 1835 SOUTH BAYSHORE DRIVE APT. L-R
MIAMI, FLORIDA 33133

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: DEBORAH JAMES
and 1835 SOUTH BAYSHORE DRIVE Apt. L-R
REGISTERED AGENT: MIAMI, FLORIDA 33133

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Deborah James 5/14/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. DEBORAH JAMES FERNANDO ABREU
1835 SOUTH BAYSHORE DR. #L-R 1835 SOUTH BAYSHORE DRIVE #L-R
MIAMI, FLORIDA 33133 MIAMI, FLORIDA 33133

Article 5: The Name and Address of the INCORPORATOR is:

DEBORAH JAMES
1835 SOUTH BAYSHORE DR. Apt. L-R
MIAMI, FLORIDA 33133

In witness whereof I have subscribed my name

Deborah James
Signature of Incorporator
DEBORAH JAMES

97 MAY 14 PM 3:46
FILED
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

H97-7919
Prepared by:

ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571