Barbieri & Screnci PA Attorneys at Law

FRANK A BARBIERI, JR.: STEPHEN W. SCRENCE: TODD B. WEPRIN STEVEN C. RUBINO

FRANK C. CORSO!

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Florida Office 3200 N. Military Trail Surte 200 Boea Raton, FL 33431

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Corporate Records Careau Division of Corporations Department of State 409 East Gaines Street Tallahassee, Florida 32399

300002177203--0 -05/13/97-01095--010 ****122.50 ****122.50

Re: Jaguar Adventures Corp.

Dear Division of Corporations:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

Very truly yours,

BARBIERI & SCRENCI, P.A.

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Steven C. Rubino For the Firm

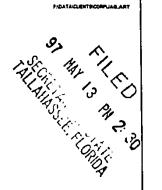
SCR:kb Enclosures

cc: Debra Acquilano

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Articles of Incorporation of

Jaguar Adventures Corp.



I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1 NAME.

The name of the corporation shall be Jaguar Adventures Corp.

ARTICLE II **NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III **CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is 1035 Spanish River Road, #117, Boca Raton, Florida 33432 and the name of the initial registered agent of the corporation at that office is Debra Acquilano.

Frank A. Barbiari, Jr Attorney at Law 7000 W. Palmetto Park Sulte 409 Boce Flaton, FL 33433 (407) 388-1168

Articles of Incorporation Jaguar Adventures Corp. Page 2

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII

BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial director of the corporation is **Debra Acquilano** of 1035 Spanish River Road, #117, Boca Raton, Florida 33432.

ARTICLE IX BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

Frank A. Barbieri, Jr. Attorney at Law 7000 W. Palmatto Park Suita 409 Boca Raton, FL 33433 (407) 368-1166

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ARTICLE X SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is **Debra Acquilano** of 1035 Spanish River Road, #117, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day May, 1997.

Debra Acquilano

ACCEPTANCE OF REGISTERED AGENT

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

Debra Acquilano, Registered Age

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Frank A. Barbiari, Jr Attorney at Law 7000 W. Palmetto Park Suite 409 Boce Raton, FL 33433 (407) 368-1100

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STATE	OF FL	ORIDA	

) ss:

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COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Debra Acquilano** to me known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 8th day of May, 1997.

Notary Public

TODO B. WEPRIN
MY COMMISSION & CC 593278
EXPIRES: October 14, 2000
Bonded Thru Notary Public Underwittens

FILED

NAY 13 PH 2: 30

FIANASSEE, FLORID

Frank A. Barbleri, Jr Attorney at Law 7000 W. Palmetto Perk Suite 409 Doca Reton, FL 33433 (407) 368-1166