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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255
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NAME: JULIETT U-461, INC.
AUDIT NUMBER.....H9700008801
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1997

EMPIRE

SUBJECT: JULIETT U-461, INC.
REF: W97000012560

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

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If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: 897000008801
Letter Number: 597A00029162

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-23-97

ARTICLES OF INCORPORATION
OF

JULIETT U-461, INC.

ARTICLE I
NAME

The name of this corporation is: JULIETT U-461, INC.

ARTICLE II
DURATION

This corporation shall exist on a perpetual basis commencing on the date of the signing of these Articles.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of common stock, said shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or hereafter, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VII
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Prepared by:
Charles H. Gelman, P.A.
1025 Ingraham Building
25 SE 2nd Avenue
Miami, Florida 33131
(305) 579-9100
FBN-270067

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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows: DAN GORELL, SUITE 9-F, 6061 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33140.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

DAN GORELL, SUITE 9-F, 6061 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33140.

ARTICLE X
INITIAL REGISTERED AGENT

The street address of the initial registered agent is:

SUITE 9-F, 6061 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33140.

ARTICLE XI
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is:

SUITE 9-F, 6061 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33140.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22 day of May, 1997.



DAN GORELL


STATE OF FLORIDA)

ss:
COUNTY OF DADE)

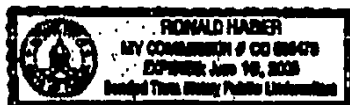
I HEREBY CERTIFY that before me, personally appeared, DAN GORELL, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this 22 day of May, 1997.

My commission expires:



Notary Public



Prepared by:
Charles H. Gelman, P.A.
1025 Ingraham Building
25 SE 2nd Avenue
Miami, Florida 33131
(305) 579-9100

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⊕ CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First-----That JULIETT U-461, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami Beach, County of Dade, State of Florida, has named DAN GORELL, located at 6061 COLLINS AVENUE, SUITE 9-F, MIAMI BEACH, FLORIDA as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


DAN GORELL

Prepared by:
Charles H. Gelman, P.A.
1025 Ingraham Building
25 SE 2nd Avenue
Miami, Florida 33131
(305) 579-9100

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