



THE UNITED STATES
CORPORATION
COMPANY

897000049796

ACCOUNT NO. : 072100000032

REFERENCE : 417002 4303929

AUTHORIZATION :

Patricia Iguito

COST LIMIT : \$ 122.50

ORDER DATE : June 5, 1997

ORDER TIME : 9:16 AM

ORDER NO. : 417002-005

CUSTOMER NO: 4303929

000002203180--1

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: KJB INTERNATIONAL CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
97 JUN -5 PM 12:15
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

3
8N JUN -5 1997

ARTICLES OF INCORPORATION
OF
KJB INTERNATIONAL CORPORATION

FILED
97 JUN -5 PM 2:12
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **KJB INTERNATIONAL CORPORATION** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 400 South Pointe Drive, Suite 1502, Miami Beach, Florida 33139.

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <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 shares 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 1221 Brickell Avenue, Suite 2400, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Steven E. Goldman.

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. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors, who

will serve as the Corporation's directors until successors are duly elected and qualified are:

Karim Masri
400 South Pointe Drive, Suite 1502
Miami Beach, Florida 33139

Brian Safier
400 South Pointe Drive, Suite 1502
Miami Beach, Florida 33139

Johnny Vincence
400 South Pointe Drive, Suite 1502
Miami Beach, Florida 33139

ARTICLE VII

The name of the Incorporator is Steven E. Goldman and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, 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 4th day of June, 1997.


Steven E. Goldman

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of KJB INTERNATIONAL CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Steven E. Goldman

Dated: June 4, 1997