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6/16/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: JJR & M, INC.

AUDIT NUMBER.....H97000009849

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

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 17, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: JJR & M, INC.
REF: W97000014060

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You failed to make the correction(s) requested in our previous letter.

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Becky McKnight
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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

June 16, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: JJR & M, INC.
REF: W97000014060

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Becky McKnight
Document Specialist

FAX Aud. #: H97000009849
Letter Number: 197A00032187

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**ARTICLES OF INCORPORATION
OF
JJR & M, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is JJR & M, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 per value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - 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.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

MELODY BESNER
9736 VIA EMILIE
BOCA RATON, FL 33428

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Prepared by: Melody Besner
9736 Via Emilie
Boca Ration, FL 33428
(561) 451-1061

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H97000009849

MELODY BESNER
9736 VIA EMILIE
BOCA RATON, FL 33428

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and such other officers as the Board of Directors may from time to time determine are appropriate in order to carry out the activities of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of this corporation and name of the initial registered agent of this corporation is:

MELODY BESNER
9736 VIA EMILIE
BOCA RATON, FL 33428

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

MELODY BESNER - President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of June, 1997.

(X) Melody Besner
MELODY BESNER, SUBSCRIBER

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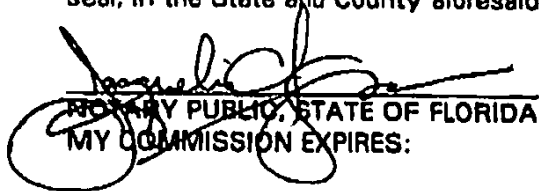
STATE OF FLORIDA

ss:

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MELODY BESNER known by me personally to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of June, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



JACQUELINE C. FIGUEROA
COMMISSION # CG 402407
EXPIRES AUG 23, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: JJR & M, INC.
2. The name of the registered agent and office is:

MELODY BESNER
9738 VIA EMILIE
BOCA RATON, FL 33428

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITIONS AS REGISTERED AGENT.



MELODY BESNER, REGISTERED AGENT

DATED:

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TALLAHASSEE, FLORIDA

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