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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: JIM HASTINGS  
PHONE: (305) 789-8900

FAX #:

(305) 789-8953

NAME: JAD INTERNATIONAL, INC.

AUDIT NUMBER.....H97000010264

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

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**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

June 23, 1997

**BAKER & MCKENZIE**

**SUBJECT: JAD INTERNATIONAL, INC.**  
**REF: W97000014593**

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**Naysa Culligan**  
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ARTICLES OF INCORPORATION  
OF  
JAD INTERNATIONAL, INC.

ARTICLE I  
NAME

The name of this corporation is JAD International, Inc. and its mailing address is 3399 N.W. 72nd Avenue, Suite 117, Miami, Florida 33122.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Eugene A. Roalov  
Baker & McKenzie  
701 Brickell Avenue  
Suite 1600  
Miami, Florida 33131  
Telephone: 305 789 8900  
Fla. Bar. # 396796

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## ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

## ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3399 N.W. 72nd Avenue, Suite 117, Miami, Florida 33122 and the name of the initial registered agent of this Corporation at that address is Renata Dantas.

## ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the directors of this Corporation are:

Renata Dantas

3399 N.W. 72nd Avenue, Suite 117  
Miami, Florida 33122

## ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

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## ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than one class and the shareholders shall elect directors to hold office until the next succeeding annual meeting or until a successor shall have been elected and qualified.

## ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

## ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

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## ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.


## ARTICLE XIV

INCORPORATOR

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

Renata Dantas  
3399 N.W. 72nd Avenue  
Suite 117  
Miami, Florida 33122

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23 day of June, 1997.

  
Renata Dantas

123406

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CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

## WITNESSETH

That JAD International, Inc., desiring to organize under the laws of the State of Florida, has named Renata Dantas, 3399 N.W. 72nd Avenue, Suite 117, Miami, Florida 33122, as its agent to accept service of process within this state.

## ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 23 day of June, 1997.

  
\_\_\_\_\_  
Registered Agent

123406

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