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June 16, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Enclosed are the Articles of Incorporation for JAF Holdings, Inc. which are hereby submitted for filing with the Department of State.

Also enclosed please find payment in the amount of \$122.50 for the various required filing fees.

Kindly forward a certified copy of the articles and the assigned document number to:

Judy Fingerote
4307 Avenue Cannes
Lutz, FL 33549

Sincerely,

Judy Fingerote

Judy Fingerote

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Articles of Incorporation
of
JAF Holdings, Inc.

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

Article I. Name

The name of this corporation is: JAF Holdings, Inc..

Article II. Permitted Businesses and Activities

The general nature of the business to be transacted by this corporation is to underwrite or participate in or arrange the underwriting of the development and/or construction of investment services, consulting and other businesses and/or facilities, to develop or participate in or arrange the development of investment services, consulting and other businesses and/or facilities, to syndicate or participate in or arrange the syndication of investment services, consulting and other businesses and/or facilities, to finance or participate in or arrange the financing of investment services, consulting and other businesses and/or facilities, to construct or participate in or arrange the construction of investment services, consulting and other businesses and/or facilities, to own or participate in the ownership of business operations related to or a function of investment services, consulting and other businesses and/or facilities, to manage and operate or participate in or arrange the management and operations of investment services, consulting and other businesses and/or facilities, to manage and operate or participate in or arrange the management and operations of business operations related to or a function of investment services, consulting and other businesses and/or facilities, to manage and provide or participate in or arrange the management and provision of services considered ordinarily necessary to the continuing operation of investment services, consulting and other businesses and/or facilities including, but not limited to, maintenance, security, groundskeeping and housekeeping and any aspect and phase of related businesses for which corporations may be incorporated under the laws of the State of Florida.

This corporation may engage in every phase of and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state,

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territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the foregoing, the corporation shall have the power to:

- (a) To collaborate with allied professionals and associates of allied professionals.
- (b) To provide facilities by the lease, rent, acquisition or construction of suitable buildings, or parts thereof, to meet present and future requirements related to the business of the corporation.
- (c) To participate in the promotion and conduct of research and development activities related to the business of the corporation.
- (d) To prescribe the rules, regulation and privileges for the selection and management of the staff of the corporation.
- (e) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- (f) Purchase the assets of any other corporation, or partnership, joint venture, trust or other enterprise and engage in the same character of business.
- (g) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- (h) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- (i) Guaranty, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or government and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
- (j) Purchase, hold, sell and transfer shares of its own

capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.

- (k) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- (l) Make gifts for educational, scientific or charitable purposes.
- (m) Indemnify any person made a party, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding against liability or their good faith acts and omissions to the extent provided by law.
- (n) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (m) hereof.
- (o) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have the power to do so alone.

The foregoing clauses are both purposes and powers and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

Article III. Capital Stock

The maximum number of shares of stock that this corporation

is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

Article IV. Initial Capital

The amount of capital with which this corporation will begin business shall not be less than \$10000.00.

Article V. Principle Office Address

The address of the initial principle office of the corporation in the State of Florida is:

4307 Avenue Cannes
Lutz, FL 33549

The Board of Directors may from time to time move the principle office to any other address in the State of Florida and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

Article VI. Registered Agent

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

Judy Fingerote
4307 Avenue Cannes
Lutz, Florida 33549

Article VII. Directors

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws of the corporation.

Article VIII. Directors' Powers

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are

interested, and to exercise such other powers of the corporation as are not consistent with the Articles or with any of the By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or any other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by a vote of the majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or any other transaction that would otherwise be valid under the common or statutory law applicable thereto.

Article IX. Original Directors

The name and address of each member of the first Board of Directors is:

Judy Fingerote President and Chairman
4307 Avenue Cannes
Lutz, FL 33549

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

Article X. Subscriber

The name and address of the subscriber to these Articles of

Incorporation is:

Judy Fingerote
4307 Avenue Cannes
Lutz, FL 33549

The subscriber to these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.161, Florida Statutes, to constitute a corporation.

Article XI. Amendments

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by law, and all rights conferred in stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholders meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

Article XII. Action of Stockholders Without Meeting

Any action of the stockholders may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the stockholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all stockholders sign the same document.

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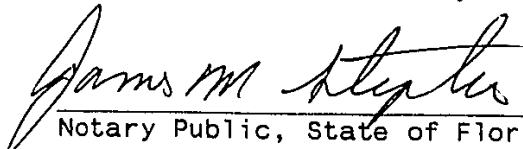
IN WITNESS WHEREOF, I, Judy Fingerote, the undersigned subscriber, have hereunto set my hand this 16th day of June, 1997 for the purpose of forming this corporation under the laws of the State of Florida and I hereby make and file with the Department of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

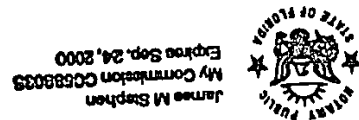

Judy Fingerote

State of Florida, County of Hillsborough

I hereby certify that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgements, personally appeared Judy Fingerote, to be known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 16th day of June, 1997.


Notary Public, State of Florida at Large



PRESENTED FLORIDA DRIVER'S LIC.
AS IDENTIFICATION



James M Stephen
My Commission CC588035
Expires Sep. 24, 2000

Certificate of Registered Agent

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

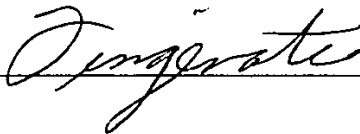
That, JAF Holdings, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation at the City of Lutz, County of Hillsborough, State of Florida has named Judy Fingerote, located at 4307 Avenue Cannes, City of Lutz, County of Hillsborough, State of Florida 33549, as its agent to accept services of process within the State of Florida.

Acknowledgement

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

By:

Judy Fingerote



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