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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: JEROME & JEAN-CHARLES CORPORAITON

AUDIT NUMBER.....H97000011588

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

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ARTICLES OF INCORPORATION

OF

JEROME & JEAN-CHARLES CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be:

JEROME & JEAN-CHARLES CORPORATION

ARTICLE II

TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV

CAPITAL STOCK

Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value at One Dollar (\$1.00) per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Stated Capital. The sum of the par value of all shares

This Instrument Prepared By: 1

Garry C. Faeke, Esquire
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181
305/892-8972
Fla. Bar No. 654620

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of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V
REGISTERED AND PRINCIPAL ADDRESS

The initial address in Florida of the initial registered agent is 11900 Biscayne Boulevard, Suite 616, North Miami, Florida 33181 and initial principal office of the corporation is 2150 Bay Drive, Apt. 11, Miami Beach, Florida 33141.

ARTICLE VI
BOARD OF DIRECTORS

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

MIRTA JEROME
2150 Bay Drive
Apt. 11
Miami Beach, Florida 33141

JOCELYN JEAN-CHARLES
2150 Bay Drive.
Apt. 11
Miami Beach, Florida 33141

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**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is as follows:

GARRY C. FASKE
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181

**ARTICLE VIII
AMENDMENTS**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

**ARTICLE IX
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

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FIRST -- That JEROME & JEAN-CHARLES CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, has named GARRY C. PASKE, ESQUIRE, located at 11900 Biscayne Boulevard, Suite 616, City of North Miami, State of Florida, as its agent to accept service of process within Florida.

SECOND -- That 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.

SIGNATURE


Resident Agent

7/16/97
Date

IN WITNESS WHEREOF, The undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation at Miami, Florida, on the 16th day of July, 1997.


GARRY C. PASKE

STATE OF FLORIDA:
COUNTY OF DADE :

The foregoing Articles of Incorporation was acknowledged


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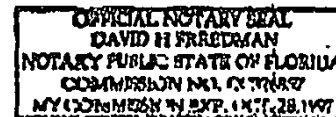
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before this 16th day of July, 1997, by Garry C. Faske who is personally known to me or who has produced a _____ as identification and who did take an oath and did voluntarily acknowledge to me that he made and subscribed the above Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 16th day of July, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
Commission No.

My commission expires:



This Instrument Prepared By:

Garry C. Faske, Esquire
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181
305/892-8972
Fla. Bar No. 654620

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