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Charter Number Only

7/18/97

Requestor's Name  
ERIC A. WARAFtig  
Address  
11077 Biscayne Blvd. Penthouse  
Miami, FL 33161  
City State ZIP Phone  
893-1884

VALIDATION ONLY

FILED  
97 JUL 21 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

EGJ Holdings, Inc.

Florida Toll Free: 1-800-432-3028

- Profit
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DIVISION OF CORPORATION

K.R. JUL 21 1997

**ARTICLES OF INCORPORATION  
OF  
EGJ HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME AND PRINCIPLE OFFICE**

The name of the Corporation is EGJ HOLDINGS, INC. The initial principle office is 11111 Biscayne Boulevard, Suite 1607, North Miami, Florida 33181.

**ARTICLE II  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial registered agent is:

Eric A. Waraftig, Esq.  
11077 Biscayne Boulevard, Penthouse  
Miami, Florida 33161

**ARTICLE VI  
DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be

determined in accordance with the by-laws, but shall not be less than one (1). The number of directors constituting the initial board of director(s) is two (2). The name and address of the persons to serve as members of the initial board of directors are :

Eleanor Gordon  
11111 Biscayne Boulevard, Suite 1607  
North Miami, Florida 33181

Jeffrey Gordon  
11111 Biscayne Boulevard, Suite 1607  
North Miami, Florida 33181

#### ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Eric A. Waraftig, Esq.  
11077 Biscayne Boulevard, Penthouse  
Miami, Florida 33161

#### ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 18<sup>th</sup> day of July, 1997.

Eric A. Waraftig  
Eric A. Waraftig, Esq., incorporator

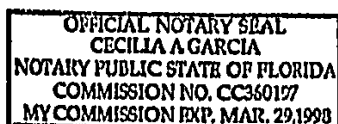
STATE OF FLORIDA     )  
COUNTY OF DADE     )

THE FOREGOING INSTRUMENT was acknowledged before me this 18<sup>th</sup> day of July, 1997, by Eric A. Waraftig, who is personally known to me.

Sign Cecilia Garcia  
NOTARY PUBLIC

Print Cecilia Garcia

My Commission Expires:



**ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in the foregoing articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Eric A. Waraftig  
Eric A. Waraftig, Esq., Registered Agent

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