

P97000064729

DOUGLAS J. SANDERS
ATTORNEY AT LAW

COLUMBUS CENTRE • SUITE 620
ONE ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 569-9395
FACSIMILE (305) 446-4736

July 21, 1997

Florida Department of Revenue
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Initial Filings for J & D International Holdings, Inc.

500002246555--8
-07/24/97--01062--003
***122.50 ***122.50

Gentlemen:

Enclosed please find, for immediate filing, the Articles of Incorporation of J & D International Holdings, Inc., a Florida corporation, together with a copy thereof. Please file forthwith, and return a certified copy of the Articles of Incorporation to us, in the enclosed stamped, addressed envelope, at your earliest convenience.

As your fee for the filing of the Articles of Incorporation, the Designation of Registered Agent, and the Certified Copy thereof, enclosed please find this firm's check in the amount of \$122.50, payable to the Secretary of State.

Thank you for your cooperation. If you should have any questions, please do not hesitate to contact me.

Sincerely,

Douglas J. Sanders

Douglas J. Sanders

Enclosures

FILED
97 JUL 24 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/28/97

ARTICLES OF INCORPORATION
OF
J & D INTERNATIONAL HOLDINGS, INC.
A Florida Corporation

FILED

97 JUL 24 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is J & D INTERNATIONAL HOLDINGS, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida. The corporation will make investments.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is One Alhambra Plaza, Suite 620, Coral Gables, FL 33134, and the name of the initial registered agent of the corporation at that address is Douglas J. Sanders. The principal office of the corporation is One Alhambra Plaza, Suite 620, Coral Gables, FL 33134.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and the successors shall have been duly elected and qualified, or until any earlier resignations, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The names and addresses of the two (2) initial directors of the corporation are:

NAME

ADDRESS

Joaquin Blaya

13645 Deering Bay Drive, Apt. 133

Miami, FL 33158

Douglas J. Sanders

One Alhambra Plaza, Suite 620

Coral Gables, FL 33134.

ARTICLE VII

INCORPORATOR

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

NAME

ADDRESS

Douglas J. Sanders

One Alhambra Plaza, Suite 620

Coral Gables, FL 33134.

ARTICLE VIII

AMENDMENTS

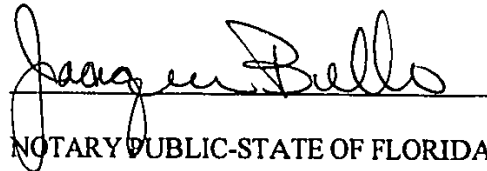
The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21st day of July, 1997.


DOUGLAS J. SANDERS

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were acknowledged to before me,
at Miami, Dade County, Florida, on this 21st day of July, 1997, by Douglas J. Sanders, who is
personally known to me and who did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



Joaquin N Bello
My Commission CC581731
Expires Sep. 02, 2000

ACCEPTANCE
OF
DESIGNATION
AS
REGISTERED AGENT

I HEREBY ACCEPT the appointment as the initial registered agent of J & D INTERNATIONAL HOLDINGS, INC., a Florida corporation, as made in the foregoing Articles of Incorporation.

DATED this 21st day of July, 1997.

Douglas J. Sanders
DOUGLAS J. SANDERS
Registered Agent

FILED
97 JUL 24 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA