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AUGUST 6, 1997

TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
DIVISION OF INCORPORATION  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

100002268351--9  
-08/15/97--01063--011  
\*\*\*122.50 \*\*\*122.50

JAZZMAN ENTERTAINMENT, INC.  
12800 SOUTHWEST 43RD DRIVE  
# 206 - B  
MIAMI, FLORIDA 33175

DEAR GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,



EUGENE TIMMONS  
12800 SOUTHWEST 43RD DRIVE  
# 206 - B  
MIAMI, FLORIDA 33175

PK  
8/18/97

ARTICLES OF INCORPORATION

OF

JAZZMAN ENTERTAINMENT, INC.  
12800 SOUTHWEST 43RD DRIVE  
# 206 - B  
MIAMI, FLORIDA 33175

FILED  
JAN 15 1978  
MIAMI, FLORIDA

ARTICLE I

THE NAME OF THIS CORPORATION IS AS ABOVE AND THE PRINCIPAL OFFICE AND MAILING ADDRESS IS; 12800 SOUTHWEST 43RD DRIVE, #206 - B, MIAMI, FLORIDA 33175.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE (S) THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 12800 SOUTHWEST 43RD DRIVE MIAMI, FLORIDA 33175 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS; EUGENE TIMMONS

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTOR AND OFFICER OF THIS CORPORATION IS;

EUGENE TIMMONS  
12800 SOUTHWEST 43RD DRIVE  
MIAMI, FLORIDA 33175

PRESIDENT

EUGENE TIMMONS  
12800 SOUTHWEST 43RD DRIVE  
MIAMI, FLORIDA 33175

VICE-PRESIDENT

EUGENE TIMMONS  
12800 SOUTHWEST 43RD DRIVE  
MIAMI, FLORIDA 33175

SECRETARY/TREASURER

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS;

EUGENE TIMMONS  
12800 SOUTHWEST 43RD DRIVE  
# 206 - B  
MIAMI, FLORIDA 33175

#### ARTICLE IX

THE POWER TO ADOPT, OR REPEAL BY LAWS SHALL BE VESTED IN THE POWER OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

#### ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL OF REQUIRED BY LAW.

#### ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

#### ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BY ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.

#### ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

#### ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

#### ARTICLE XV

THIS CORPORATION HOLDS THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE  
EXECUTED THESE ARTICLES OF INCORPORATION, THIS 5<sup>th</sup> DAY OF AUGUST, 1997  
AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA

Eugene M. Timmons

Eugene M. Timmons

Eugene M. Timmons

Warren Hart

NOTARY PUBLIC STATE OF FLORIDA



WARREN HART  
My Commission C0421743  
Expires Nov. 20, 1998  
Bonded by NFNJ  
808-224-6363

STATE OF FLORIDA )

SS

COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE  
STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

Eugene M. Timmons

Eugene M. Timmons

Eugene M. Timmons

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME  
THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE  
STATE AND COUNTY AFORESAID, THIS 5th OF AUGUST, 1997.



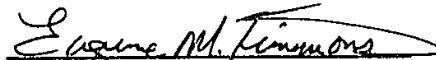
WARREN HART  
My Commission CO421743  
Expires Nov. 20, 1999  
Bonded by NFNJ  
800-224-6366

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED

97/10/15 11:05

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE AFOREMENTIONED ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THE CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
EUGENE TIMMONS  
12800 SOUTHWEST 43RD DRIVE  
MIAMI, FLORIDA 33175