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T R HERRERA FINANCIAL SERVICES, INC.  
1451 NW 108TH AVENUE  
SUITE # 314  
PLANTATION, FL 33322  
954-424-6343

October 5, 1997

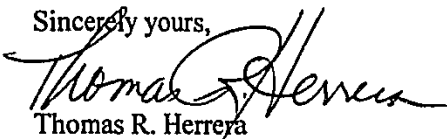
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/09/97--01023--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find my client's check for \$122.50 to cover the incorporation fees on  
JERRY'S VENTURES, INC. Thank you for your cooperation in this matter.

Sincerely yours,

  
Thomas R. Herrera  
President

cc: Gerard A. Reitano

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -9 AM 9:04

10/10/97

**ARTICLES OF INCORPORATION  
OF  
JERRY'S VENTURES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -9 AM 9:04

**ARTICLE I.**

**CORPORATE NAME**

The name of the corporation shall be:

JERRY'S VENTURES, INC.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall be:

101 BRINY AVENUE  
SUITE 1002  
POMPANO BEACH, FL 33062

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V.**

**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VI.**

**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind,

class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

#### **ARTICLE VII.**

##### **SPECIAL PROVISIONS**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

#### **ARTICLE VIII.**

##### **INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

GERARD A. REITANO  
101 BRINY AVENUE  
SUITE 1002  
POMPANO BEACH, FL 33062

#### **ARTICLE IX.**

##### **BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

#### **ARTICLE X.**

##### **INITIAL DIRECTORS**

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

Name	Address
GERARD A. REITANO	101 BRINY AVENUE SUITE 1002 POMPANO BEACH, FL 33062

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

#### **ARTICLE XI.**

##### **OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

GERARD A. REITANO - PRESIDENT AND SECRETARY  
101 BRINY AVENUE SUITE 1002  
POMPANO BEACH, FL 33062

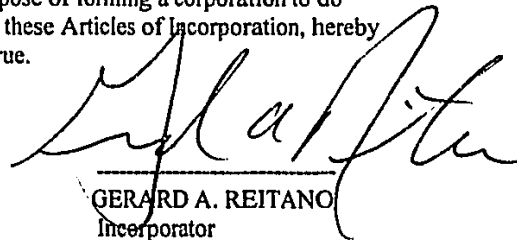
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DIVISION OF CORPORATIONS  
97 OCT -9 AM 9:04

ARTICLE XII.  
INCORPORATOR

The name and post office address of the Incorporator executing these articles of Incorporation is as follows:

GERARD A. REITANO  
101 BRINY AVENUE  
SUITE 1002  
POMPANO BEACH, FL 33062

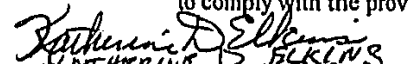
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
GERARD A. REITANO  
Incorporator

STATE OF FLORIDA )  
COUNTY OF )  
*Broward*

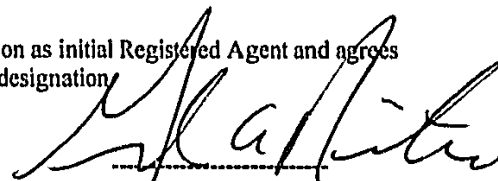
Before me this Day of 199 personally appeared who: [ ] is personally known to me [ ] has produced proper identification and who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he she executed said Articles of Incorporation.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
KATHERINE D. ELKINS  
"Subscribed and sworn to before me  
by GERARD A. REITANO on  
Oct 7, 1992, ...  
is personally known to me  
I produced *El. Driver License*  
identification."

R350281582130

 KATHERINE D. ELKINS  
COMMISSION # CC 650537  
EXPIRES MAY 26, 2001  
BONDED thru  
ATLANTIC BONDING CO., INC.

  
GERARD A. REITANO  
Registered Agent