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TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
97 OCT - 9 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: JLAS Management Corporation.

Enclosed please find the following:

an original and one copy of the articles of incorporation of the JLAS Management Corp.
an original and one copy of Corporation's purpose.
an original and one copy of the registered agent name and address
a check for \$78.75 to cover Filing Fee & Certificate

From: Luis A. Martos
2160 SW 10th Street
Miami, Florida 33135
(305) 643-9842

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*****78.75 *****78.75

Luis Martos GAVE
AUTHORIZATION BY PHONE TO
CORRECT se title
DATE Articles of Incorporation
DOC. EXAM PJ

Articles of Incorporation

Page 1 of 3

FILED

The undersigned Incorporators, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

OCT 18 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

- 1.1 The Name of the Corporation shall be JLAS Management Corporation.

Article 2
Offices

- 2.1 The Principal Office of the Corporation in the State of Florida shall be located in the City of Miami, County of Dade, State of Florida. The Principal Office shall also be the Registered Office. The registered office address is 2160 SW 10th Street. Miami, Florida, 33135.

Article 3
Certificates of Shares and Their Transfer

- 3.1 The Corporation is authorized to issue three hundred (300) shares of common stock, non par value. If additional shares of stock are issued by the Corporation, the Original Incorporators have the right to buy additional shares of stock (preemptive rights) to keep the same percentage of stock ownership in the corporation. Shares of Stock cannot be transferred to a third party without the express authorization of the Board of Directors. Any share holder who desires to sell must first offer to the Corporation the right to buy back the shares at a fair price.
- 3.2 Certificates representing shares of the Corporation shall consecutively numbered. A record shall be maintained of the persons to whom shares have been issued.
- 3.3 Shares may be transferred only in the stock transfer logs of the Corporation by the holder of record, who shall furnish to the Corporation treasurer proper proof of such transfer, and to whom the transfer was made. The Treasurer shall cancel the shares being transferred and issue new shares to the other person.

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TALLAHASSEE, FLORIDA

Article 4
Registered Agent

- 4.1 The Corporation Registered Agent is Luis A. Martos residing at 2160 SW 10th Street, Miami, Florida 33135, telephone (305) 643-9842.


Luis A. Martos
Registered Agent for the
JLAS Management Corporation.

Article 5
Meetings

- 5.1 The First meeting of Shareholders shall be held one month after incorporation for the purpose of electing corporate directors and officers, and for transacting initial business. Subsequent Annual Meeting of the Shareholders shall be held on the 15th day of August of each year beginning in the year 1998. Time and place of the meeting to be announced to all shareholders of record no later than 30 days prior to the meeting.
- 5.2 Each share entitled to vote is entitled to one vote. A record shall be kept of how each share was voted. A majority of the shares entitled to vote constitutes a quorum.

Article 6
Board of Directors and Officers

- 6.1 The business and affairs of the Corporation shall be managed by its Board of Directors
- 6.2 The number of directors will be determined at the first shareholder meeting.

Article 7
Contracts, Loans, Checks and Deposits

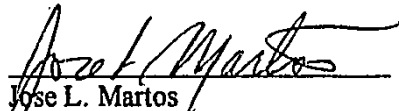
- 7.1 The Board of Directors may Authorize an officer of the Corporation to enter into a contract, loan, issue checks on behalf of the Corporation, and make deposits on the Corporation accounts only after a resolution of the board of directors has been passed. Such resolutions shall address only an specific transaction.

Article 8
Incorporators

8.1 The Original Incorporators are:

Jose L. Martos residing at 2144 SW 10th Street, Miami, Florida 33135

Luis A. Martos residing at 2160 SW 10th Street, Miami, Florida 33135

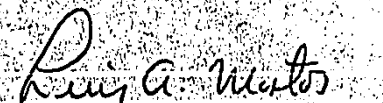

Jose L. Martos

10-06-97
Date


Luis A. Martos

10-06-97
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Luis A. Martos

10-06-97
Date

Corporate Purpose of the JLAS Management Corporation

Page 1 of 1

Corporate Purpose of the JLAS Management Corporation

The JLAS Management Corporation (Corporation) purpose is to own and manage real estate assets, obtain and operate business concerns and to engage in the transaction of any lawful business. The Corporation period of duration is perpetual. It is authorized to issue Three Hundred (300) non par value shares.

Registered Agent of the JLAS Management Corporation
Page 1 of 1

The Corporation Registered Agent is Luis A. Martos residing at 2160 SW 10th Street, Miami, Florida 33135, telephone (305) 643-9842.

Luis A. Martos
Luis A. Martos

10-06-97
Date

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