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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

FILED

2601 SOUTH BAYSHORE DRIVE
SUITE 1800
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 9, 1997

FACSIMILE
(305) 858-4777

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

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****122.50 ****122.50

Re: A. JACKSON ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

JTW/C.LTRCOV/119855/13399.001

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**ARTICLES OF INCORPORATION
OF**

A. JACKSON ENTERPRISES, INC. 97

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is A. Jackson Enterprises, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

1419a Washington Avenue
Miami Beach, FL 33139

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 1419a Washington Avenue, Miami Beach 33139, and the initial registered agent of this Corporation at such office shall be Andrew Jackson.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Andrew Jackson, 1419a Washington Avenue, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 6, 1997.


Andrew Jackson, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT FILED
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

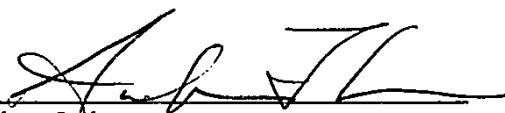
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is A. Jackson Enterprises, Inc.
2. The name and address of the Registered Agent and the Registered Office is:

Andrew Jackson
1419a Washington Avenue
Miami Beach, FL 33139

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of A. Jackson Enterprises, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: October 6, 1997


Andrew Jackson,
Registered Agent