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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: *JPS* JPS MANAGEMENT, INC.

AUDIT NUMBER.....H97000019207

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ARTICLES OF INCORPORATION
OF
JPJ MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

JPJ MANAGEMENT, INC.

ARTICLE II.

ADDRESS

The address of the principal office of this corporation shall be 21490 WEST DIXIE HIGHWAY, MIAMI, FLORIDA 33180 and the mailing address of the corporation shall be the same.

ARTICLE III.

NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is

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THE HENRIQUES GROUP, P.A.

1001 Brickell Bay Drive • Suite 2310 • Miami, Florida 33131 • Telephone: 305-375-0075 • Fax: 305-375-0663

Articles Prepared by:
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Miami, Florida 33131

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authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII.

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street address of the initial members of the Board of Directors are:

PAUL ANTONCIC
404 East 79th Street, Apartment 14C,
New York, New York, 10021

JEROME GRIGOLI
120 Old Farmers Lane
Staten Island, NY, 10304

ARTICLE VIII.

OFFICERS

The name and address of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

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PRESIDENT, CEO & SECRETARY: **PAUL ANTONCIC**
404 East 79th Street,
Apartment 14C,
New York, New York, 10021

VICE-PRESIDENT: **JEROME GRIGOLI**
120 Old Farmers Lane
Staten Island, NY, 10304

ARTICLE IX.

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation in the State of Florida is: 21490 WEST DIXIE HIGHWAY, MIAMI, FLORIDA 33180 and the name of its initial registered agent at such address shall be Roberto Verzura.

ARTICLE X.

BY-LAWS

The power to adopt, alter, amend, repeal, rescind or adopt new By-Laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provision of requirement for the corporation, provided the same is not inconsistent with the Articles of Incorporation or contrary to the laws of this State or the United States.

ARTICLE XI

AMENDMENTS

The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon shareholders, Officers and Directors are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or

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special meeting by a two-thirds vote of the members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

ARTICLE XII.

INDEMNIFICATION

The corporation shall indemnify and advance expenses (to the fullest extent authorized or permitted by law) to any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an Officer or Director of the corporation or is or was serving at the request of the corporation as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made a party to any action, suit or proceeding by reason of the facts stated above.

ARTICLE XIII.

INCORPORATORS

The name and address of the incorporator is Paul Antoncic, 404 East 79th Street, Apt., 14C, New York, New York, 10021.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18 day of November, 1997.


PAUL ANTONCIC

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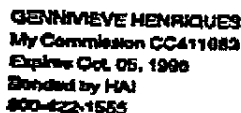
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211 Before me personally appeared Paul Antoncic, who produced _____ as identification, and who executed the foregoing Articles of Incorporation, and acknowledge to and before me, that they executed said instrument for the purpose therein expressed.

Notary Public



**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

That JBJ MANAGEMENT, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business 21490 SOUTH DIXIE HIGHWAY, MIAMI, FLORIDA 33180, has appointed ROBERTO VERZURA, as its Registered Agent to accept service of process within the State of Florida.

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ACCEPTANCE

Having been named as registered agent and designated to accept service of process of the above named corporation, I hereby accept the appointment as registered agent and agree to act in this capacity.

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and 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.

Dated this 18 day of November, 1997.


ROBERTO VERZURA

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