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November 19, 1997

Office of the Secretary of State

Corporations Division

P.O. Box 6327

Tallahassee, Florida 32314

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-11/21/97--01057--013

****122.50 ****122.50

Re: JACKSON CORPORATE CONSULTING, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the referenced corporation, along with my check in the amount of \$122.50.

Please file the Articles and return to the undersigned the Certificate of Incorporation and one certified copy.

Very truly yours,

JEFF E. RUBIN

JER/ssk

Enclosures (stated)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 AM 8:14

11-25-97
WS

ARTICLES OF INCORPORATION
FOR
JACKSON CORPORATE CONSULTING, INC.

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

JACKSON CORPORATE CONSULTING , INC.

The mailing address shall be:

1205 Granada Blvd.
Coral Gables, Florida 33134

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

The street address of the initial principal office of this corporation is:

1205 Granada Blvd.
Coral Gables, Florida 33134

The name of the initial registered agent of this corporation is:

HOPE L. KAISER

ARTICLE V.

This corporation shall have one (1) director initially. The number of director may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

HOPE L. KAISER
1205 Granada Blvd.
Coral Gables, Florida 33134

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97 NOV 21 AM 8:14

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DIVISION OF CORPORATIONS
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ARTICLE VI.

The name and address of the person who is the incorporator signing these Articles is:

HOPE L. KAISER
1205 Granada Blvd.
Coral Gables, Florida 33134

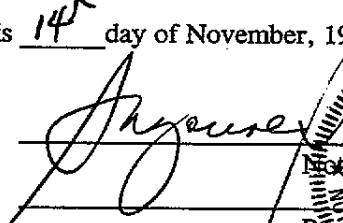
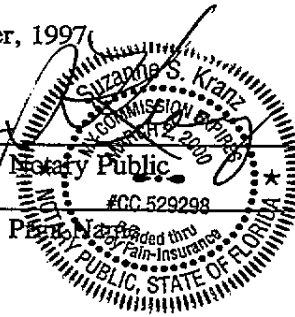
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of November, 1997.


HOPE L. KAISER

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared, HOPE L. KAISER, who is, personally known to me and who did take an oath, as the person described in and who executed and subscribed to the above Articles of Incorporation, and that he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 14th day of November, 1997.

My Commission Expires:

I, HOPE L. KAISER, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.


HOPE L. KAISER