

P97000/07875



ACCOUNT NO. : 072100000032

REFERENCE : 646991 5010346

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia P. 120.00*

ORDER DATE : December 23, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 646991-005

CUSTOMER NO: 5010346

CUSTOMER: John S. Tenenholtz, Esq
JOHN S. TENENHOLTZ P.A.

Suite 0-305
520 Brickell Key Drive
Miami, FL 33131

500002380925--9

DOMESTIC FILING

NAME: ATHERTON VENTURES, INC.
(JAROS LIMITED)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W. Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 PM 12:25

RECEIVED
97 DEC 23 PM 12:25
DIVISION OF CORPORATIONS

12-24-97
WS

ARTICLES OF INCORPORATION
OF
ATHERTON VENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 PM 12:26

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be ATHERTON VENTURES, INC., and the principal place of business and mailing address of this corporation shall be: 520 Brickell Key Dr., Suite O-305, Miami, Florida 33131.

ARTICLE II
DURATION

Pursuant to Section 607.1801 of the Florida Statutes, the date of the commencement of corporate existence of the corporation shall be deemed to be August 18, 1982, the date the corporation commenced its existence (under the name of Jaros Limited) in the British Virgin Islands, the jurisdiction in which the corporation was first formed, incorporated, or otherwise came into being, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.


ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Marco E. Rojas.


ARTICLE VI
INCORPORATOR

The name and address of the incorporator is John S. Tenenholtz, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

IN WITNESS WHEREOF, the incorporator and the President have affixed their signatures this 18 day of December, 1997.



John S. Tenenholtz, Incorporator



Gustavo Rojas, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

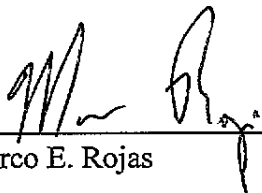
In compliance with the Florida Business Corporation Act, the following is submitted:

That Atherton Ventures, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, the corporation named in the said articles, has named MARCO E. ROJAS of 520 Brickell Key Drive, #O-305, Miami, Florida 33131, as its statutory registered agent to accept service of process within Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Atherton Ventures, Inc., as the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes, Section 607.0505.

DATED: December 18, 1997.



Marco E. Rojas

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