

P98000001170

TRANSMITTAL LETTER

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

500002388625-7
-01/02/98-01082-006
*****70.00 *****70.00

SUBJECT: JMR + COMPANY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: ALLEN D. STERN
Name (printed or typed)

18364 FRESH LAKE WAY
Address

BOCA RATON FLORIDA 33499
City, State & Zip

(561) 852-3686
Daytime Telephone number

FILED
 98 JAN - 2 AM 7:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CB
1-7-98

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

JMR & COMPANY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is JMR & COMPANY, INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 22341 COLLINGTON DRIVE, BOCA RATON, FLORIDA, 33428.

THIRD: The mailing address, wherever located, of the corporation is 22341 COLLINGTON DRIVE, BOCA RATON, FLORIDA, 33428.

FOURTH: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 22341 COLLINGTON DRIVE, BOCA RATON, FLORIDA, 33428.

The name of the initial registered agent of the corporation at the said registered office is LESLIE SALZMAN

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Allen D. Stern

18364 Fresh Lake Way
Boca Raton, Fl. 33498-1941

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To be involved in the business of REAL-ESTATE ACQUISITIONS,
IMPROVEMENTS, RENTALS AND PERSONAL PROPERTY RETAIL SALES.

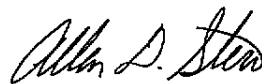
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The manner in which the directors are elected or appointed will be outlined in the bylaws of the Corporation.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on DECEMBER 30, 1997



Allen D. Stern, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in the Articles of Incorporation, 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.

By:

Leslie Salzman
LESLIE SALZMAN

Date:

12/29/97

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98 JAN -2 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA