

RITTER, RITTER & ZARETSKY

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***122.50 ***122.50

December 29, 1997

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed please find an Articles of Incorporation and a check for \$ ~~122.50~~ to be considered as a proper filing of incorporation for JLS Management Corp. Should any questions arise, please do not hesitate to contact me. Thank you in advance for your anticipated assistance.

Sincerely,

William T. Abel

William T. Abel, Esq.

encl.

~~W97-28966~~

Dmc
12/31/97

~~2544, 2553, 611~~

FILED
98 JAN -8 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1997

WILLIAM T. ABEL, ESQ.
RITTER, RITTER & ZARETSKY
555 NE 15TH STREET SUITE 100
MIAMI, FL 33132

SUBJECT: JLS MANAGEMENT CORP.
Ref. Number: W97000028966

We have received your document for JLS MANAGEMENT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 697A00061012

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January 7, 1998

Doris McDuffie
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: JLS Management Inc., ref no.: W97000028966

Dear Ms. McDuffie:

Enclosed is an new filing for the above referenced corporation. The new name is JLS Miami Management Inc. In addition, the registered agent has signed the Acknowledgment of Designated Agent. Furthermore, I have enclosed a completed AirBorne Express shipment form for your use to deliver the corporation certificate.

If there is any additional information you require, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

William T. Abel

William T. Abel, Esq.

ARTICLES OF INCORPORATION

OF

JLS MIAMI MANAGEMENT INC.

FILED

98 JAN -8 PM 12:01

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, 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:

JLS MIAMI MANAGEMENT INC.

The principal place of business of this corporation shall be at 10815 SW 165 Terr., Miami, Florida 33157.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to management, acquisition, and sale of real property.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10815 SW 165 Terr., Miami, Florida 33157, and the name of the initial registered agent of the corporation at that address is JEAN LARKIN-SCOTT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two (2) officer and two (2) director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

WILLIAM T. SCOTT - D, P, T
10815 SW 165th Terr., Miami, Florida 33157

JEAN LARKIN-SCOTT - VP, S
10815 SW 165th Terr., Miami, Florida 33157

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARGARET E. GRAY
555 NE 15th St., Suite 100, Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of January, 1998.

By: _____

MARGARET E. GRAY

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th day of January, 1998 by MARGARET E. GRAY who is personally known to me and did not take an oath.

My Commission Expires:



Notary Public, State of Florida at Large

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

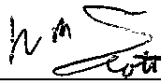
FILED

98 JAN -8 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

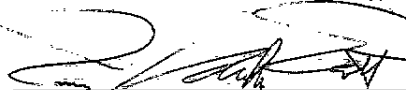
JLS MIAMI MANAGEMENT INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named JEAN LARKIN-SCOTT, 10815 SW 165th Terr., Miami, Florida 33157 as its agent to accept service of process within this State.



Officer

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JEAN LARKIN-SCOTT