

LEVINE, FRANK, EDGAR & TELEPMAN

A Professional Association of Attorneys

Jay Steven Levine
Also admitted to practice in Washington, D.C.

Charles W. Edgar, III

Jeffrey H. Frank
Board Certified
Consumer and Business Bankruptcy Law
American Bankruptcy Board of Certification

James S. Telepman
Board Certified
Business Litigation Lawyer
Certified Mediator-Circuit Civil and Bankruptcy

January 7, 1998

Paul Safran, Jr.

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

EFFECTIVE DATE
1-7-98

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-01/12/98--01138--003
****122.50 ****122.50

RE: Articles of Incorporation
The Jordan Prentice Corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of The Jordan Prentice Corporation. Also enclosed is our check in the amount of \$122.50 representing the filing fee to the Secretary of State and certified copy fee.

Kindly file the original Articles Incorporation and return the certified copy in the preaddressed, stamped envelope enclosed.

If you have any questions or require additional information, please let us know.

Very truly yours,

Paul

Paul Safran, Jr.

PSJ/11b
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Enclosures

FILED
98 JAN 12 AM 9:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mm
1-14-98

EFFECTIVE DATE
1-7-98

ARTICLES OF INCORPORATION

OF

THE JORDAN PRENTICE CORPORATION

FILED
98 JAN 12 AM 9:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: The Jordan Prentice Corporation. The principal place of business of this corporation shall be 246 Greenwood Drive, West Palm Beach, Florida 33405.

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share and 1,000 shares of preferred stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be c/o Levine, Frank, Edgar & Telepman, P.A., 3300 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida 33410, and the name of the registered agent of the corporation at that address is Paul Safran, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

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

Elaine Prentice
246 Greenwood Drive
West Palm Beach, FL 33405

ARTICLE VIII. EFFECTIVE DATE

The corporation shall commence its existence on January 7, 1998.

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


Elaine Prentice


STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

FILED
98 JAN 12 AM 9:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

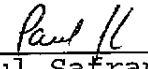
The foregoing instrument was acknowledged before me this 7 day of January, 1998 by Elaine Prentice, who is personally known to me or who has produced a valid driver's license as identification, driver's license # _____ and who (did/did not) take an oath.



PAUL SAFRAN
COMMISSIONS # CC628975
EXPIRES APR 05, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


Notary Public

Paul Safran, Jr., having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Paul Safran, Jr.