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TO: DIVISION OF CORPORATIONS

EFFECTIVE DATE
1-21-98

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: A & J MANAGEMENT SERVICES USA, INC. AUDIT NUMBER.....H98000001592 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE FLORIDA

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1-21-98

ARTICLES OF INCORPORATION
OF
A & J MANAGEMENT SERVICES, USA, INC.

ARTICLE I - NAME

The name of this corporation is A & J MANAGEMENT SERVICES USA, INC.

ARTICLE II - PRINCIPAL ADDRESS

511 West Dilido Drive, Miami Beach, Florida 33139

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 511 West Dilido Drive, Miami Beach, Florida 33139 and the name and address of the initial registered agent is VICTORIA MASON, 511 West Dilido Drive, Miami Beach, Florida 33139.

Prepared by:
Law offices of Gregory A. Ebenfeld, P.A.
Gregory A. Ebenfeld, Esq.
Florida Bar #0968005
9900 Stirling Road, Suite 208
Cooper City, Florida 33024
954 - 430 - 5644

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

VICTORIA MASON, 511 West Dilido Drive, Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are:

VICTORIA MASON
511 West Dilido Drive
Miami Beach, Florida 33139

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchased his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

ARTICLE XII - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

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ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 21 day of January, 1998.

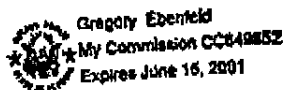
Victoria Mason
VICTORIA MASON

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared VICTORIA MASON, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 21 day of January, 1998.

Gregory Ebenfeld
Notary Public
my commission expires:



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 SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT A & J MANAGEMENT SERVICES USA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI BEACH,

A & J MANAGEMENT SERVICES USA, INC. HAS NAMED VICTORIA MASON, 511 West Dilido Drive, Miami Beach, Florida 33139, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Victoria Mason
VICTORIA MASON

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Victoria Mason
VICTORIA MASON

DATE: 1/21/98

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