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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JAMES G. ROBERTSON~~ *Grey*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: CJC ACQUISITION CORP.

AUDIT NUMBER.....H98000002423

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES.....4

CERT. COPIES.....0

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TALLAHASSEE FLORIDA

B. McKnight FEB 05 1998

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

2-4-98

The name of this Florida corporation is:
CJC Acquisition Corp.

Article II. Address

The mailing address of the Corporation is:
CJC Acquisition Corp.
9100 South Dixie Highway
Miami FL 33156

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
John Travaline
9100 South Dixie Highway
Miami FL 33156

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John Travaline
Carmen Rollo

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Orlando Cabrera | FL Bar Member 894151
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive, Suite 700
Miami FL 33126
305-261-0500

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

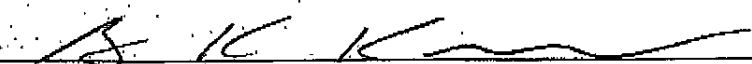
The name and address of the incorporator is:

Orlando Cabrera
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive, Suite 700
Miami FL 33126

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 4, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 5, 1998.


ORLANDO CABRERA

by G.K. Kuroda as attorney-in-fact

Orlando Cabrera | FL Bar Member 894151
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive, Suite 700
Miami FL 33126
305-261-0500

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

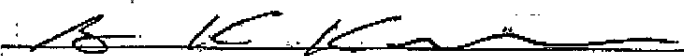
CJC Acquisition Corp.

REGISTERED AGENT/OFFICE:

John Travaline
9100 South Dixie Highway
Miami FL 33156

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOHN TRAVALINE

by G.K. Kuroda as attorney-in-fact

Date: February 5, 1998

Orlando Cabrera: I FL Bar Member 894151
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive, Suite 700
Miami FL 33126
305-261-0500

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