

P98000024453

Date 3-12-98

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

Re: JAZZ EMPORIUM, Inc.  
(name of corporation)

000002457140--8  
-03/13/98-01106-017  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

DION MOODLEY  
(individual's name)

DIMILLA, Inc.  
(name of corporation)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 13 PM 1:20

|                                |          |      |
|--------------------------------|----------|------|
| MAILING ADDRESS OF CORPORATION |          |      |
| 1021 NE 144 ST.                |          |      |
| N. MIAMI, FL 33161             |          |      |
| PHONE                          |          |      |
| (305)                          | 947-8062 |      |
| Area Code                      | Number   | Ext. |

3-16-98  
CS

ARTICLES OF INCORPORATION

of  
JAZZ EMPORIUM, INC.  
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JAZZ EMPORIUM, INC.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of ONE Dollar(s) ( \$ 1 ) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

|         |                          |         |                  |
|---------|--------------------------|---------|------------------|
| NAME    | <u>PAUL METTER</u>       |         |                  |
| ADDRESS | <u>9209 EMERSON AVE.</u> |         |                  |
| CITY    | <u>SURFSIDE</u>          | FLORIDA | ZIP <u>33154</u> |

The principal office, if known, or the mailing address of the corporation is:

|         |                            |         |                  |
|---------|----------------------------|---------|------------------|
| NAME    | <u>JAZZ EMPORIUM, INC.</u> |         |                  |
| ADDRESS | <u>9209 EMERSON AVE.</u>   |         |                  |
| CITY    | <u>SURFSIDE</u>            | FLORIDA | ZIP <u>33154</u> |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 ( ONE ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

|         |                          |                 |                  |
|---------|--------------------------|-----------------|------------------|
| NAME    | <u>PAUL METTER</u>       |                 |                  |
| ADDRESS | <u>9209 EMERSON AVE.</u> |                 |                  |
| CITY    | <u>SURFSIDE</u>          | STATE <u>FL</u> | ZIP <u>33154</u> |
| NAME    |                          |                 |                  |
| ADDRESS |                          |                 |                  |
| CITY    |                          | STATE           | ZIP              |
| NAME    |                          |                 |                  |
| ADDRESS |                          |                 |                  |
| CITY    |                          | STATE           | ZIP              |

**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|         |                   |       |              |
|---------|-------------------|-------|--------------|
| NAME    | PAUL METTER       |       |              |
| ADDRESS | 9209 EMERSON AVE. |       |              |
| CITY    | SURFSIDE          | STATE | FL ZIP 33154 |
| NAME    |                   |       |              |
| ADDRESS |                   |       |              |
| CITY    | STATE             | ZIP   |              |
| NAME    |                   |       |              |
| ADDRESS |                   |       |              |
| CITY    | STATE             | ZIP   |              |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 day of March, 19 98.

X Paul Metter (Seal)  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

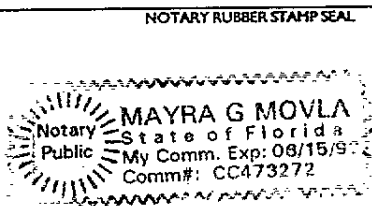
STATE OF FLORIDA )  
 COUNTY OF DADE ) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

X Paul Metter DL# M360-680-48-228  
 Signature Form of Identification

\_\_\_\_\_ Signature Form of Identification  
 \_\_\_\_\_ Signature Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that \_\_\_\_\_ executed these Articles of Incorporation, that I relied upon the form \_\_\_\_\_ of identification of the above named person \_\_\_\_\_ as indicated opposite each name, and that an oath was not taken.



Witness my hand and official seal in the County and State last aforesaid this  
12 day of March, 19 98  
MAYRA MOVLA  
 Notary Signature  
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

JAZZ EMPORIUM, INC.

(name of corporation)

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DIVISION OF CORPORATIONS  
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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 9209 EMERSON AVE.

SURFSIDE, FL 33154

has named PAUL METTER

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

X Paul Metter  
(registered agent)