

P98000026388
KIRKPATRICK & LOCKHART LLP

MIAMI CENTER-20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-3300
FACSIMILE (305) 358-7095

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

March 17, 1998

Secretary of State of Florida
Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002462502--0
-03/19/98--01094--018
****122.50 ****122.50

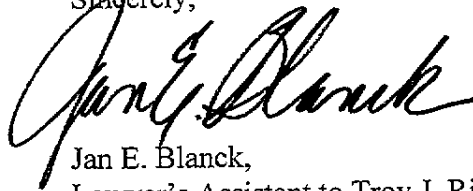
Re: JBGII, Inc.

Ladies and Gentlemen:

Enclosed for filing with your office are Articles of Incorporation, in duplicate, as prepared for JBGII, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees and a certified copy of the Articles. Please return the certified copy to Troy J. Rillo of these offices.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Troy J. Rillo

cc: Troy J. Rillo, Esq.

DMC
3.20.98

FILED
98 MAR 19 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MI-57565.01

FILED

**ARTICLES OF INCORPORATION
OF
JBGII, INC.**

98 MAR 19 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of JBGII, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is JBGII, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 6073 N.W. 167th Street, Unit C-25, Miami, Florida.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker.

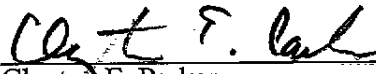
ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Clayton E. Parker	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of March, 1998.



Clayton E. Parker,
Incorporator

CERTIFICATE OF REGISTERED AGENT
OF
JBGII, INC.

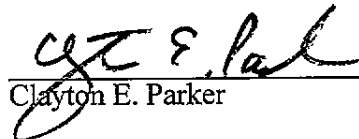
FILED

98 MAR 19 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for JBGII, INC., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: March 18, 1998



Clayton E. Parker