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:OT DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JBMR, INC.

AUDIT NUMBER..... H98000006267

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

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B. McKnight APR 0 1 1998

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ARTICLES OF INCORPORATION OF JBMR, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

JBMR, INC.
Oceanwalk Mall, L.L.C.
101 N. Ocean Drive, Unit 107
Hollywood, FL 33020

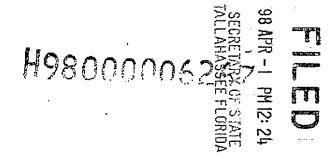
ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Prepared By:
Marvin C. Gutter, Esquire
Gutter, Josepher & Ruffin.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 309796



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ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

Par Value

Per Share Number of Shares

Class of Stock

10.000

\$0.01

Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 2800 Palmer Drive, Hollywood, FL 33021 and the initial registered agent of the corporation at that address shall be JANE HILSENROTH.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

Name

<u>Address</u>

Barry Hilsenroth

2800 Palmer Drive Hollywood, FL 33021

Michael Frost

2001 South Surf Road

Hollywood, FL 33020

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Jane Hilsenroth

2800 Palmer Drive Hollywood, FL 33021

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Name

<u>Address</u>

Jane Hilsenroth

2800 Palmer Drive Hollywood, FL 33021

EXECUTED at Fort Louderdolo, Florida on the 31 day of March 1998.

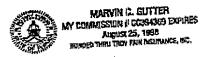
Incorporator

BY: / Jame Hole

H98000006267

STATE OF FLORIDA)) SS:	#980 0000626
COUNTY OF BROWARD	,	
		TAND FIT SENROTH, the

The foregoing instrument was acknowledged before me by JANE HILSENROTH, the Incorporator of JBMR, INC., who is personally known to me and who did take an oath on this 3157 day of 1998.



Notary Public

Name of Notary: MARYIN C. GUTTER.

Commission No.: CC 394369.

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of JBMR, INC., the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 315 day of Manh 1998.

lelo

NE HILSENROTH

A APR - I PA

\agr\JBMR_cor 03/26/98

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