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BACKUS TURNER INTERNATIONAL

March 27, 1998

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

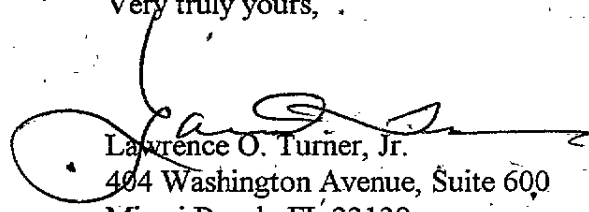
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\*\*\*\*122.50 \*\*\*\*122.50

RE: Jack's As Good As It Gets, Inc.

Gentlemen,

Enclosed is an original and one copy of the Articles of Incorporation of Jack's As Good As It Gets, Inc. and a check for \$122.50 to cover the filing fee. Please send the certified copy of the articles directly to me at the address set forth on this letterhead.

Very truly yours,

  
Lawrence O. Turner, Jr.  
404 Washington Avenue, Suite 600  
Miami Beach, FL 33139  
(305) 673-9800

LOT/lg

FILED  
98 MAR 30 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/14-2-98

**ARTICLES OF INCORPORATION  
OF  
JACK'S AS GOOD AS IT GETS, INC.**

**FILED**  
98 MAR 30 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is Jack's As Good As It Gets, Inc.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of one (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT, AND PRINCIPAL  
OFFICE**

The name and street address of the initial registered agent and office of this Corporation is Lawrence O. Turner, Jr., 404 Washington Avenue, Suite 600, Miami Beach, Florida 33139. The Principal Office address shall be the same as the Registered Office address.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Name	Address
Lawrence O. Turner, Jr.	404 Washington Avenue Suite 600 Miami Beach, Florida 33139

#### ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

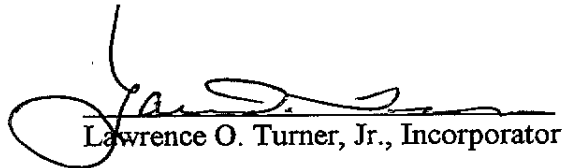
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Lawrence O. Turner, Jr., 404 Washington Avenue, Suite 600, Miami Beach, Florida 33139.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of March, 1998.

  
Lawrence O. Turner, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED PERSON HERBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 27th OF MARCH, 1998.

  
LAWRENCE O. TURNER, JR.

(Corporate Seal)

FILED  
98 MAR 30 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

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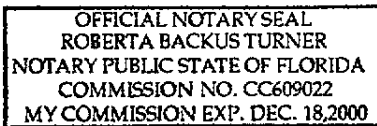
COUNTY OF DADE

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Before me, a Notary Public authorized in the State and County set forth above, personally appeared Lawrence O. Turner, Jr., known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Jack's As Good As It Gets, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of March, 1998.



  
Notary Public, State of Florida at Large

My Commission Expires: 12/18/2000