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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: J.R. & T. MANAGEMENT INC.

AUDIT NUMBER.....H98000006356

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

CERT. OF STATUS..1

PAGES.....5

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SECRETARY OF STATE  
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Bm 4/2/98

ARTICLES OF INCORPORATION  
OF  
J. R. & T. MANAGEMENT INC.

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

ARTICLE I  
NAME, ADDRESS AND AGENT

The name of this corporation shall be: J. R. & T. MANAGEMENT, INC. here and after referred to as the corporation Its principal office shall be located at: 150 Alhambra Circle Suite # 1240, Coral Gables, Fl. 33134. Its Registered agent shall be: Tusi C. Bruce

ARTICLE II  
NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent s natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

Prepared by:  
Y&A Professional Service, Inc.  
(305) 971-3340  
12360 S.W. 132 Ct., Suite # 210  
Miami, Fl. 33186

ARTICLE III  
CAPITAL STOCK

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The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of. the U.S.A. in property, labor of services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

#### ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

#### ARTICLE V TERM OF EXISTENCE

The Corporation shall have perpetual existence.-----

#### ARTICLE VI BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ( 2 ) persons.

#### ARTICLE VII INITIAL DIRECTORS AND OFFICERS

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.---

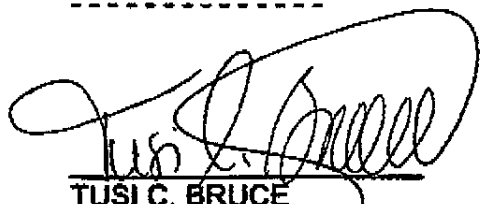
NAME	ADDRESS	TITLE
Tusi C. Bruce	11350 S.W. 117 Terrace Miami, Fl. 33176	President

**ARTICLE VIII  
SUBSCRIBERS**

NAME	TITLE	SHARES
Tusi C. Bruce	PRESIDENT	-100%-

**ARTICLE IX  
BY-LAWS**

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.-----

  
TUSI C. BRUCE  
President

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1.- The name of the corporation is:

**J. R. & T. MANAGEMENT, INC.**

2.- The name and address of the registered agent and office is:

**TUSI C. BRUCE  
150 Alhambra Circle Suite # 1240  
Coral Gables, Fl. 33134**

Signature: \_\_\_\_\_

**TUSI C. BRUCE  
President**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**TUSI C. BRUCE  
Registered Agent**

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