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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
APR 10 PM 2:45

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LAWRENCE J. BAILIN  
PATRICK A. BARRY  
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April 7, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Certified No. P 167 469 033  
Return Receipt Requested

Re: JCH MANAGEMENT CORP.

000002485390-5  
-04/10/98--01034-019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

To Whom It May Concern:

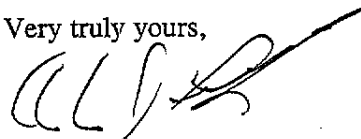
Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total:	\$122.50

Please file one original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305) 789-3456, if you should need additional information. Thank you for your cooperation.

Very truly yours,



Owen S. Freed

OSF\ym  
Enclosures

FAUSER\OSF\CORP\DOCS\SEC-STATE

D. BROWN. APR 13 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
JCH MANAGEMENT, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **JCH MANAGEMENT, INC.** The address of the initial principal office and the mailing address of this corporation is 1000 N. W.54<sup>th</sup> Street, Miami, Fl. 33127

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of engaging in any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of One Dollar (\$1.00), currency of the United States of America, per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property or benefit to this corporation, which shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE IV - PREEMPTIVE RIGHTS**

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

#### **ARTICLE V - INITIAL REGISTERED**

##### **OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
John C. Harrison, Jr.	1000 N. W. 54 <sup>th</sup> Street Miami, Fl. 33127

#### **ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

#### **ARTICLE VII - INITIAL**

##### **BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
John C. Harrison, Jr.	1000 N. W. 54 <sup>th</sup> Street Miami, Fl. 33127

#### **VIII ARTICLE - OFFICERS**

This corporation shall initially have a President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	John C. Harrison Jr.
Secretary:	Marie Montgomery

#### **IX ARTICLE - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
John C. Harrison, Jr.	1000 N.W. 54 <sup>th</sup> Street Miami, Fl. 33127

#### **ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders of this corporation.

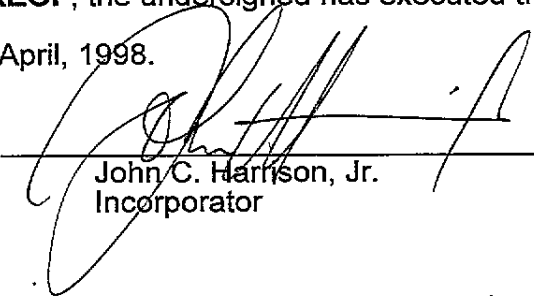
#### **ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XII - AMENDMENT**

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 6 day of April, 1998.

  
\_\_\_\_\_  
John C. Harrison, Jr.  
Incorporator

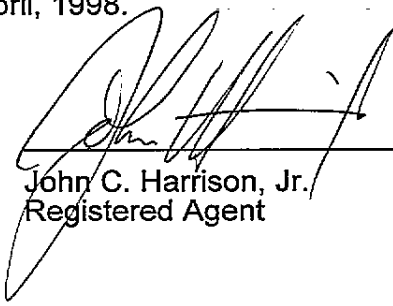
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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **JCH MANAGEMENT, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 6 Day of April, 1998.



John C. Harrison, Jr.  
Registered Agent