

LAW OFFICES OF C. JEAN-JOSEPH

MERCEDE EXECUTIVE PARK
1876 N. UNIVERSITY DRIVE
SUITE 309C
PLANTATION, FL 33322

TEL. (954) 236-0202
FAX (954) 236-0212

P98000054812

June 15, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

500002562955--6
-06/17/98--01065--006
****131.25 ****131.25

Dear Sirs,

Enclosed please find three(3) copies of the Articles of Incorporation and Certificate of Designation of Registered Agent, along with return envelopes and filing fees for "CJ Office Plaza, Inc." and "Haitian American Project Development, Inc." The latter is a non-profit corporation. Please return the certified copies and certificates in the enclosed envelopes. Feel free to contact me at the above number if you have any questions or comments.

Very Truly Yours,



Kip Zimmerman

APPROVED
AND
FILED
98 JUN 17 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 19 1998

**ARTICLES OF INCORPORATION OF
CJ OFFICE PLAZA, INC.,
A PROFIT CORPORATION**

The undersigned natural person, competent and acting hereby as Incorporator for the purpose of forming a Corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of this corporation shall be:

CJ OFFICE PLAZA, INC.

II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be:

**6760 W. COMMERCIAL BLVD., SUITE 1
FT. LAUDERDALE, FLORIDA 33319**

APPROVED
AND
FILED
98 JUN 17 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

III. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease employ, dispose of, encumber, or invest in real property, mortgages, stocks, bonds, and tangible and intangible personal property, and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation.
2. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these Articles Of Incorporation.

IV. CAPITAL STOCK

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 in common stock at one dollar (\$1.00) per share par value to be paid for each share in lawful money or property, labor or services.
2. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to own same.

V. DURATION

The corporation shall have perpetual existence.

VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of this corporation's initial registered office is:

**CARLO JEAN-JOSEPH, ESQ.
MERCEDE EXECUTIVE PARK
1876 N. UNIVERSITY DRIVE, #309-C
PLANTATION, FLORIDA 33322**

VII. INCORPORATOR

The name and address of the Incorporator is as follows:

**CARLO JEAN-JOSEPH, ESQ.
MERCEDE EXECUTIVE PARK
1876 N. UNIVERSITY DRIVE, #309-C
PLANTATION, FLORIDA 33322**

VIII. DIRECTORS

The corporation shall have an initial Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of this corporation, but shall never be less than one. The name and address of the initial Director of this corporation is:

**CARLO JEAN-JOSEPH, ESQ.
MERCEDE EXECUTIVE PARK
1876 N. UNIVERSITY DRIVE, #309-C
PLANTATION, FLORIDA 33322**

IX. MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the Bylaws of this corporation.

X. INFORMAL SHAREHOLDER/DIRECTOR ACTION

1. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.
2. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing corporations.

XII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 12 day of JUNE, 1998.


CARLO JEAN-JOSEPH, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**


1. The name of the corporation is:

CJ OFFICE PLAZA, INC.

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

**CARLO JEAN-JOSEPH, ESQ.
MERCEDE EXECUTIVE PARK
1876 N. UNIVERSITY DRIVE, #309-C
PLANTATION, FLORIDA 33322**

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 and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


CARLO JEAN-JOSEPH, ESQ.

Date

06-15-98

APPROVED
AND
FILED
98 JUN 17 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA