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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JRF REALTY, INC.

AUDIT NUMBER.....H98000016405

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

EMPIRE

SUBJECT: JRP REALTY, INC.
REF: W98000020230

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION
OF
JRP REALTY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of becoming a Sub S Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges rights and immunities of a corporation for profit.

ARTICLE 1

The name of the corporation shall be JRP Realty, Inc.

ARTICLE 11

The general character or nature of the business to be transacted by this corporation is to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE 111

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock, each share having a par value of \$ 1.00.

ARTICLE 1V

The amount of capital with which this corporation shall begin business is \$ 100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at 19890 Latona Place, Boca Raton, Florida 33434.

ARTICLE VI

The corporation shall have two directors. The number of Directors may be increased or diminished from time to time pursuant to the By-laws.

ARTICLE VII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be Ken Pianin of 19890 Latona Place, Boca Raton, Fl. 33434, and Lawrence R. Pianin of 3552F Forest Branch Drive, Port Orange, Fl 32119.

ALEXANDER LASNAUD, ESQ.

23123 S. STATE RD. 7 # 245 (1)

Boca Raton, FL 33428

(561) 479-3532 FBNO. 0124000

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ARTICLE VIII

The name and street address of the incorporator is Ken Pianin of 19890 Latona Place, Boca Raton, Fl 33434.

ARTICLE IX

The corporation shall have perpetual existence.

ARTICLE X

The street address of the initial principal office of the corporation is 19890 Latona Place, Boca Raton, Fl 33434.

The name of the initial Registered Agent of the corporation is Dennis C. McDevitt, Esq., 23123 State Road 7, suite 245, Boca Raton, Fl. 33428.

ARTICLE XI

Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

EXECUTED THIS 21st DAY OF AUGUST, 1998, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida.


Ken Pianin

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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:

JRP REALTY, INC.

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

Dennis C. McDevitt, Esq.
23123 State Road 7, Suite 245
Boca Raton, Fl. 33428

Signature *Ken Pianin*
Ken Pianin

Date August 21, 1998

Title President and Director

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature *Dennis C. McDevitt*
DENNIS C. MCDEVITT

DATE August 21, 1998

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