

P98000082188

STOLZENBERG, GELLES & ZILBER, P.A.

2950 SOUTHWEST 27TH AVENUE
SUITE 210
MIAMI, FLORIDA 33133
TELEPHONE (305) 445-5666
FACSIMILE (305) 445-5217

September 9, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Art. of Incorporation (New Filings)

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-09/21/98--01100--012
****122.50 ****122.50

RE: Filing of Articles of Incorporation of PJW Management, Inc.

Dear Lady or Gentleman:

Please find enclosed an original of the Articles of Incorporation of PJW Management, Inc. and the Designation and Acceptance of Registered Agent together with a check in the amount of \$122.50, of which \$35.00 is the filing fee for the Articles of Incorporation, \$35.00 is for the filing fee for the Designation and Acceptance of Registered Agent and \$52.50 is for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and Designation and Acceptance of Registered Agent for PJW Management, Inc. and return a certified copy of the Articles of Incorporation in the enclosed envelope. If you have any questions regarding the foregoing, please call the undersigned at (305) 445-5666.

Sincerely,

Stolzenberg, Gelles & Zilber, P.A.

Jared Gelles

FILED
98 SEP 21 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(6)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 14, 1998

JARED GELLES, ESQ.
STOLZENBERG, GELLES & ZILBER, P.A.
2950 SW 27TH AVE SUITE 210
MIAMI, FL 33133

SUBJECT: PJW MANAGEMENT, INC.
Ref. Number: W98000020922

We have received your document for PJW MANAGEMENT, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00046502

ARTICLES OF INCORPORATION

OF

PJW MANAGEMENT, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

PJW MANAGEMENT, INC.
5055 Collins Avenue, Apt. 4N
Miami Beach, Florida 33140

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to issue 200 shares of voting Common Stock having a par value of \$.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

The name of the initial registered agent of this Corporation at that address shall be:

Jared Gelles, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) member initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial members of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified are as follows:

Alex Moskovits
5055 Collins Avenue, Apt. 4N
Miami Beach, Florida 33140

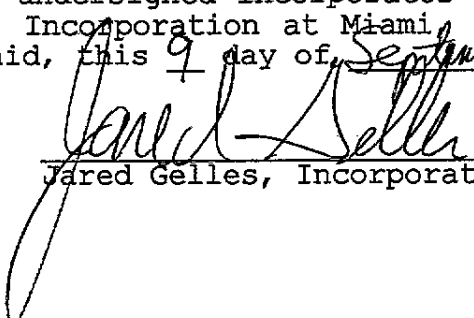
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Jared Gelles
2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 9 day of September, 1998.



Jared Gelles, Incorporator

FILED

DESIGNATION AND ACCEPTANCE

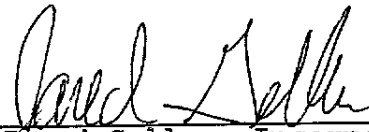
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OF

REGISTERED AGENT

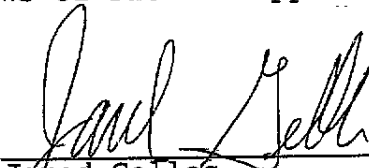
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, PJW Management, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2950 S.W. 27th Avenue, Suite 210, has named Jared Gelles, Esq., located thereat as its registered agent to accept service of process within this state.



Jared Gelles, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Jared Gelles
Registered Agent