

10/23/98

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JAG CAPITAL GROUP, INC.

AUDIT NUMBER.....H98000019737

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
JAG CAPITAL GROUP, INC.**

EFFECTIVE DATE

10-21-98
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98 OCT 23 PM 12: 49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is JAG CAPITAL GROUP, INC.

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the specific purpose to provide financial consulting.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of \$1.00 Par Value
Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this corporation, every Shareholder, upon the sale of the cash of any new stock of this corporation of the same kind, class or series as that which he

Prepared By:

Alan S. Levine, Esq.
600 S. Andrews Ave., Suite 600
Fort Lauderdale, Florida 33301
(954) 522-2526 / FBNO. 836826

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already holds, shall have the right to purchase his pro rata share of stock of this corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Alan S. Levine, P.A., 600 South Andrews Avenue, #600, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Alan S. Levine, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This corporation's first Board of Directors shall consist of One (Directors). The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this corporation is:

GARY ESTERMAN
9158 Vineyard Lake Drive
Plantation, Florida 33324

ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 9158 Vineyard Lake Drive, Plantation, Florida 33324.

ARTICLE IX - INCORPORATOR

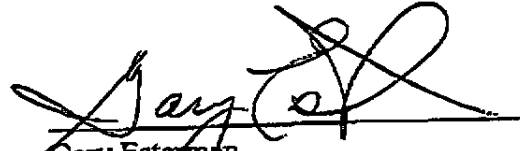
The name and address of the persons signing these Articles of Incorporation is:

GARY ESTERMAN
9158 Vineyard Lake Drive
Plantation, Florida 33324

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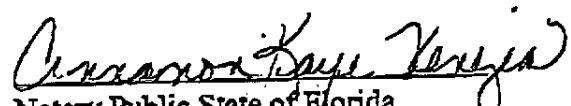
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of October, 1998.


Gary Esterman

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Gary Esterman, known to me to be the person who executed the foregoing Articles of Incorporation, and who produced (personally known) as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 21 day of October, 1998.


Notary Public State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for JAG CAPITAL GROUP, INC.; as designated in the Articles of Incorporation, Alan S. Levine, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED: 10/21/98

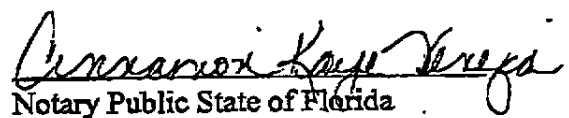


Alan S. Levine, Esq.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Alan S. Levine, Esq., known to me to be the person who executed the foregoing Articles of Incorporation, and who produced (personally known) as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 21 day of October, 1998.


Notary Public State of Florida

My Commission Expires:



CINNAMON KAYE VENEZIA
COMMISSION # CC 689352
EXPIRES OCT 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
98 OCT 23 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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