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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LITTMAN, SHERLOCK & HELMS, INC.
Account Number : 119980000097
Phone : (561) 287-0200
Fax Number : (561) 283-1010

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99 JAN -6 PM 3.47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

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JAZZ COMMUNICATIONS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION
OF
JAZZ COMMUNICATIONS, INC.

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ARTICLE I. NAME

The name of this Corporation is JAZZ COMMUNICATIONS, INC..

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

Prepared by:

Virginia P. Sherlock, Esq.
Littman, Sherlock & Heims, P.A.
P.O. Box 1197
Stuart, FL 34995
FLn. Bar # 813544
(561) 287-0200

ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 1820 NE Jensen Beach Boulevard, #650, Jensen Beach, FL 34957, and the name of the initial registered agent of this corporation is VIRGINIA P. SHERLOCK, and her address is 1855 South Kanner Highway, Stuart, Florida.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one (1) member and never more than three (3) members. The names and addresses of the initial director(s) of this corporation are as follows:

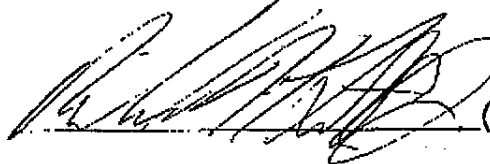
RICHARD H. LITTLE, JR.
1820 NE Jensen Beach Boulevard, #650
Jensen Beach, FL 34957

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are:
RICHARD H. LITTLE, JR., 1820 NE Jensen Beach Boulevard, #650,
Jensen Beach, FL 34957.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of January, 1999.

 (SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That JAZZ COMMUNICATIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named VIRGINIA P. SHERLOCK, located at 1855 South Kanner Highway, Stuart, Florida, as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT
(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


As Registered Agent

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