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LAW OFFICES

EDUARDO A. CANAL, P.A.

3971 S.W. 8TH ST.

SUITE 210

CORAL GABLES, FLORIDA 33134

EDUARDO A. CANAL

TELEPHONE (305) 444-9068

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April 16, 1999

Florida Department of State  
Corporate Records  
409 East Gaines Street  
Tallahassee, Fl. 32301

RE: Name of Corporation: J and B Merchandizing, *INC.*

Dear New Filing Section:

Enclose please find the Articles of Incorporation for **J and B Merchandizing** along with a check for \$78.75 for the filing of the articles and to have them certified.

If you should have any questions, please do not hesitate to contact our office. Also, in order to expedite this procedure, I am enclosing a self addressed-post paid envelope.

Thank you for your cooperation in this matter.

Sincerely,

*Irma Reyes*  
Irma Reyes

Paralegal to:

Eduardo A. Canal, Esquire

Encls.

*Irma gave auth  
by phone to add  
the suffix  
JMC  
4/22/99*

600002845056-1  
-04/20/99-01053-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
99 APR 20 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

99 APR 20 PM 2:50

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J and B Merchandizing, Inc.

ARTICLE I - NAME

The name of the corporation is J and B Merchandizing, Inc.

ARTICLE II - DURATION

\_\_\_\_ The Duration of the corporation is perpetual.

ARTICLE III - PURPOSE

\_\_\_\_ This corporation is organized for the purpose of  
transacting any or all lawful business.

The purpose of the corporation shall be carried out only  
through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

\_\_\_\_ The aggregate number of shares that the corporation has  
authority to issue is One thousand (1,000) all of which shall be  
common shares with a par value of one cent (.01).

ARTICLE V - PREEMPTIVE RIGHTS

\_\_\_\_ Every shareholder, upon the sale for cash of any unissued or  
treasury shares of this corporation of the same kind, class or  
series as that which he already holds, shall have the right to  
purchase his pro rate share thereof (as nearly as may be done  
with out issuance of fractional shares) at the price at which it  
is offered to others.

ARTICLE VI - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

**ARTICLE VII - PRINCIPAL**

\_\_\_\_The street address of the initial principal office of the corporation is 14696 S.W. 128 Ct. Rd. Miami Ave. Miami, Florida 33186.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

\_\_\_\_The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation is (2). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Bryan de Zayas- President	14696 S.W. 128 Ct. Rd. Miami, Florida 33186
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Jennifer Canal- Vice-President	14231 S.W. 106 Terr. Miami, Florida 33186
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**ARTICLE IX - REGISTERED AGENT**

\_\_\_\_The name of the initial registered agent is

Eduardo A. Canal, Esquire  
3971 S.W. 8th Street  
Suite 210  
Coral Gables, Florida 33134

ARTICLE X - INCORPORATOR


\_\_\_\_ The name and address of the incorporator is:

Eduardo A. Canal, Esq.  
3971 S.W. 8th Street  
Suite 210  
Coral Gables, Florida 33134

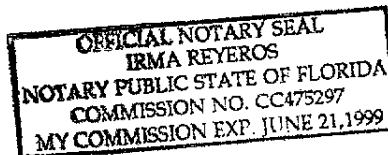
IN WITNESS WHEREOF, the undersigned has executed  
these - Articles of Incorporation this 16 day of  
April, 1999.

  
Eduardo A. Canal, Esq.

SWORN TO and SUBSCRIBED before me this 16 day of April,  
1999 at Miami, Dade County, Florida.

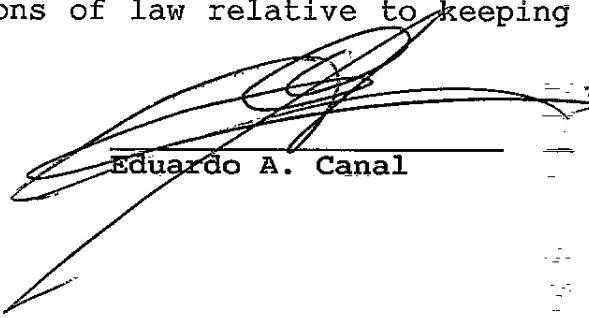
  
Notary Public  
State of Florida at Large

My Commission Expires:



ACCEPTANCE

\_\_\_\_ Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open said office.


  
Eduardo A. Canal

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

**FILED**  
99 APR 20 PM 2:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared EDUARDO A. CANAL known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of April, 1999.

  
Notary Public  
State of Florida

My Commission expires:

