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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

JLW Holdings Inc.

300002853713-9
-04/27/99-01076-005
*****78.75 *****78.75

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| AMENDMENTS |
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| <input type="checkbox"/> Amendment |
| <input type="checkbox"/> Resignation of R.A. Officer/Director |
| <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Dissolution/Withdrawal |
| <input type="checkbox"/> Merger |

| OTHER FILINGS |
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| <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Fictitious Name |
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| REGISTRATION/QUALIFICATION |
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DIVISION OF CORPORATIONS

Ordered By: _____

T. SMITH APR 27 1999

**ARTICLES OF INCORPORATION
OF
JLW HOLDINGS, INC.**

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ARTICLE I
NAME

The name of this corporation shall be:

JLW HOLDINGS, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "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 at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of this corporation is: 2242 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of this corporation is: Barry A. Nelson, Esq., Nelson & LaFemina, P.A., 19495 Biscayne Boulevard, Suite 609, Aventura, FL 33180.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one.

The name of the Director is: James L. Warga, whose address is 2242 Fisher Island Drive, Fisher Island, Florida 33109

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is James L. Warga, whose address is 2242 Fisher Island Drive, Fisher Island, Florida 33109.

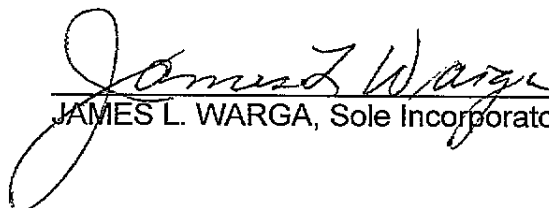
ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI
AMENDMENTS

The right to amend or repeal any provision contained in these Articles of Incorporation is reserved to the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of April, 1999.



JAMES L. WARGA, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 18th DAY OF April, 1999.



BARRY A. NELSON, ESQ.

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