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ZIMMERMAN & MARCONI, CPA's
13320 S.W. 128TH STREET
MIAMI, FLORIDA 33186

FILED
1999 JUN 21 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1999

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation
J & D Associates, Inc.

Dear Sir or Madam:

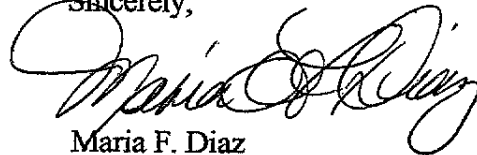
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****122.50 *****78.75

Enclosed herewith, please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Please cause the original to be recorded among the records of your department and please stamp the copy and return to the following address with a Certificate of Incorporation.

J & D Associates, Inc.
9257 S.W. 157th Path
Miami, FL 33196

Also enclosed please find a check in the amount of \$122.50 payable to your order which represents the costs of the aforesaid Articles of Incorporation that your office requires.

Sincerely,



Maria F. Diaz
For the Firm

MD
Enc.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

J & D ASSOCIATES, INC.
9257 SW 157TH PATH
MIAMI, FL 33196

SUBJECT: J & D ASSOCIATES, INC.
Ref. Number: W99000013474

We have received your document for J & D ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 999A00031210

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

JnD Solutions, Inc.

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: JnD Solutions, Inc., located at 9257 S.W. 157th Path, Miami, FL 33196.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general purpose of the business shall be to assist and advise individuals and companies on purchasing insurance i.e. health, life, disability, etc.; within the State of Florida.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries.

To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time five thousand (5,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V - INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be: c/o ZIMMERMAN, MARCONI & CO., 13320 SW 128TH Street, Miami, Florida 33186.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is : MARIA F. DIAZ c/o ZIMMERMAN, MARCONI & CO., 13320 SW 128TH Street, Miami, Florida, 33186.

ARTICLES VII - INITIAL DIRECTORS

This corporation shall have two (2) initial directors. The number of directors may be increased from time to time by the bylaws adopted by the stockholders. The name and post office address of the first board of directors are: JULIO C. GUILLERMO, and DEISI GUILLERMO both located at 9257 S.W. 157th Path, Miami, Florida 33196.

ARTICLE VIII - INCORPORATORS

The name and post office address of the incorporator is: DEISI GUILLERMO, 9257 S.W. 157th Path, Miami, Florida 33196.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.



DEISI GUILLERMO

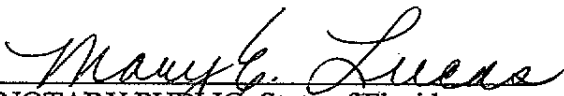
STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared DEISI GUILLERMO to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 26th day of May, 1999.


NOTARY PUBLIC, State of Florida



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.


MARIA F. DIAZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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