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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

E & J MANAGEMENT CORPORATION

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**ARTICLES OF INCORPORATION
OF
E & J MANAGEMENT CORPORATION**

ARTICLE I

NAME

The name of the Corporation shall be E & J MANAGEMENT CORPORATION.

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the Initial Registered Office of this Corporation and of its principal office is 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this Corporation at that address is J. EVERETT WILSON. The mailing address is the same.

J. Everett Wilson, Esq.
2151 Le Jeune Road Mezzanine
Coral Gables, FL 33134

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ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the ByLaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

| NAME | ADDRESS |
|--------------------|--|
| Eduardo J. Navarro | 8370 N.W. 8 th Street, Apt. 1 Miami, Florida 33126 |

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

| | |
|-------------------------|--|
| J. Everett Wilson, Esq. | 2151 Le Jeune Road - Mezzanine Coral Gables, Florida 33134-4200 |
|-------------------------|--|

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 28th day of June, 1999.

J. EVERETT WILSON, ESQ.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

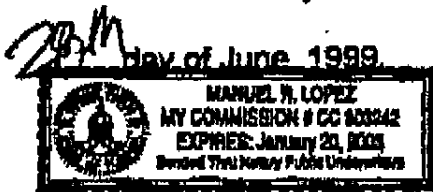
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared J. EVERETT WILSON, ESQ., personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this 28th day of June, 1999.


Notary Public, State of Florida at Large

My commission expires:

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

J. EVERETT WILSON, ESQ.

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