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ACCOUNT NO. : 072100000032

REFERENCE : 381163 81505A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 21, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 381163-005

CUSTOMER NO: 81505A

CUSTOMER: Michael Linsky, Esq
LINSKY & REIBER
LINSKY & REIBER
Suite 200
601 East Twigg Street
Tampa, FL 33602

800002992568--4

DOMESTIC FILING

NAME: JYMBALA WORLDWIDE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Patricia Pzyt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 21 PM 3:42

RECEIVED
99 SEP 21 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

JYMBALA WORLDWIDE, INC.,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 21 PM 3:42

The following Articles of Incorporation are adopted by the undersigned, for the purpose of forming a corporation under the provisions of the laws and statutes of the State of Florida:

ARTICLE I

(NAME)

The name of the corporation is:

JYMBALA WORLDWIDE, INC.,

ARTICLE II

(INITIAL PRINCIPAL OFFICE)

The initial principal office and mailing address of the corporation is Post Office Box 273224, Tampa, Florida 33688-3224.

ARTICLE III

(DURATION)

This corporation shall have a perpetual existence.

ARTICLE IV

(PURPOSE)

The purposes for which this corporation is organized are:

To transact any and all other lawful business in which corporations may engage under the laws of the State of Florida.

ARTICLE V

(CAPITAL STOCK)

The corporation is authorized to issue 1,000 shares of stock having a par value of \$1.00 per

share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be canceled and reissued at any time in whole or in part in compliance with the By-laws of the Corporation. The Corporation's stock shall be paid for in cash, services, or property, in such other manner as the Corporation's Board of Directors may approve.

ARTICLE VI

(DIVIDENDS)

The holders of the common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Corporation's Board of Directors. Dividends may only be paid either from the corporation's net earnings or from the Corporation's surplus assets, including capital, over liabilities. Dividends may be payable either in cash, property, or shares of the common stock of the corporation, as determined by the Corporation's Board of Directors.

ARTICLE VII

DIRECTORS

The Board of Directors of the corporation shall consist of one (2) members whose names and mailing addresses are:

John Gavrian
Post Office Box 273224
Tampa, Florida 33688-3224

Julio Lleras
Post Office Box 273224
Tampa, Florida 33688-3224

ARTICLE VIII

(INITIAL REGISTERED OFFICE AND AGENT)

The street address of the initial registered office of the corporation is 4021 Muriel Place, Tampa, Florida 33614. The name of the initial registered agent of the corporation at that address is JOHN GAVRIAN.

ARTICLE IX
(INCORPORATORS)

The name and post office address of the incorporator of these Articles of Incorporation is:

John Gavrian
Post Office Box 273224
Tampa, Florida 33688

ARTICLE X
AMENDMENT

The 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 Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
(BY-LAWS)

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated this 20 day of September, 1999.



JOHN GAVRIAN

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

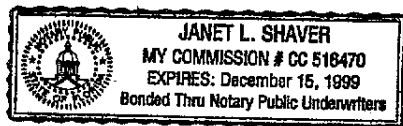
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take

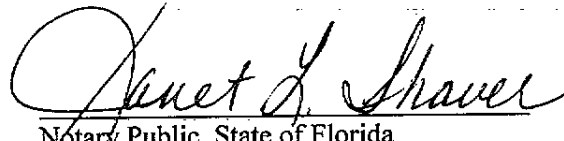
acknowledgments, personally appeared, JOHN GAVRIAN, as incorporator, who has furnished

FL. DRIVERS LICENSE as identification, who executed the foregoing Articles of Incorporation.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 20 day of
SEPTEMBER, 1999.

My Commission Expires:




Notary Public, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

99 SEP 21 PM 3:42

The following is submitted in compliance with Section 48.091, of the Florida Statutes:

1. JYMBALA WORLDWIDE, INC., desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Tampa, Hillsborough County, Florida, and names JOHN GAVRIAN as its agent to accept service of process within the state of Florida.
2. Having been named to accept service of process for JYMBALA WORLDWIDE, INC., at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping the Corporation's principal office open.
3. REGISTERED OFFICE ADDRESS: 4021 Muriel Place, Tampa, Florida 33614.

By: _____


JOHN GAVRIAN
Registered Agent