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LAW OFFICES  
**SMITH & SUPRASKI**  
PROFESSIONAL ASSOCIATION  
2450 N.E. MIAMI GARDENS DRIVE (186TH STREET)  
SECOND FLOOR  
NORTH MIAMI BEACH, FLORIDA 33180

TELEPHONE  
(305) 792-0060  
FAX  
(305) 792-0061

JOSE SMITH  
ATTORNEY AT LAW  
LOUIS A. SUPRASKI  
BOARD CERTIFIED  
REAL ESTATE LAWYER

STEVEN H. ROTHSTEIN  
ATTORNEY AT LAW  
MARK S. WEINBERG  
ATTORNEY AT LAW

December 1, 1999

Via United Parcel Service

Secretary of State  
Division of Corporations  
Annual Reports Filing  
409 East Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*78.75 \*\*\*\*78.75

EFFECTIVE DATE  
11-30-99

RE: JACOB PROPERTIES & INVESTMENTS, INC.

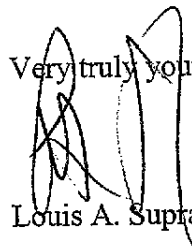
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for **JACOB PROPERTIES & INVESTMENTS, INC.**, along with a check in the amount of \$78.75, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,



Louis A. Supraski, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC -2 PM 4: 09

FILED

LAS/es  
Enclosures

EXPIRES DATE  
11-30-99

**ARTICLES OF INCORPORATION**

FILED

OF

99 DEC -2 PM 4: 09

**JACOB PROPERTIES & INVESTMENTS, INC.** TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is: **JACOB PROPERTIES & INVESTMENTS, INC.** The principal place of business of this corporation shall be at 13651 W. Dixie Highway, North Miami, FL 33161.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV**

**CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V**

**VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI**  
**DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII**  
**DIRECTORS**

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Chantal Rocourt	13651 W. Dixie Highway North Miami, FL 33161
Franz Rocourt	13651 W. Dixie Highway North Miami, FL 33161

**ARTICLE VIII**  
**OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Chantal Rocourt	13651 W. Dixie Highway North Miami, FL 33161	President/ Director
Franz Rocourt	13651 W. Dixie Highway North Miami, FL 33161	VP/Secretary/ Director

**ARTICLE IX**  
**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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is LOUIS A. SUPRASKI, ESQ., Smith & Supraski, P.A., 2450 N.E. Miami Gardens Drive, 2<sup>nd</sup> Floor, North Miami Beach, FL 33180.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

**NAME**

**ADDRESS**

Franz Rocourt

13651 W. Dixie Highway  
North Miami, FL 33161

**ARTICLE XIII  
INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer, or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer, or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

**ARTICLE XIV  
EFFECTIVE DATE**

The Effective Date of this Corporation which is the date that the corporation's existence commences is **November 30, 1999**.

Dated this 1 day of December, 1999.

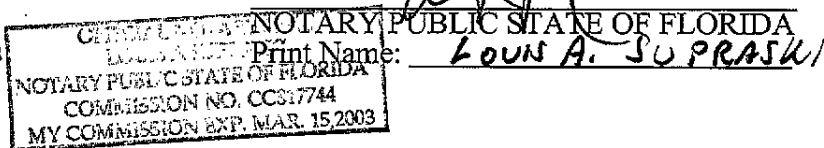
  
FRANZ ROCOURT

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE } ss:

**BEFORE ME**, the undersigned Notary Public, personally appeared FRANZ ROCOURT, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami-Dade County, Florida this 1<sup>st</sup> day of December, 1999.

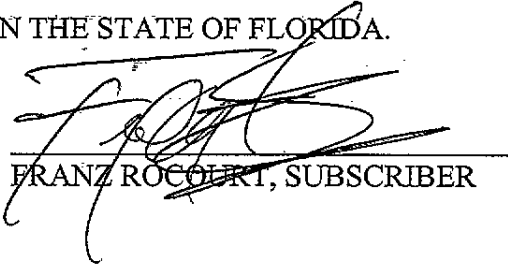
My Commission Expires




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST - THAT **JACOB PROPERTIES & INVESTMENTS, INC.**, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS LOCATED AT 13651 W. DIXIE HIGHWAY, NORTH  
MIAMI, FL 33161, HEREBY NAMES **LOUIS A. SUPRASKI, ESQ.**, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
FRANZ ROCOLI, SUBSCRIBER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
LOUIS A. SUPRASKI, ESQ.  
Registered Agent  
DATED: 12-1-99

NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

99 DEC -2 PM 4:09

FILED