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LA OFFICE OF

TERRY V. HAUSER, P.A.

TERRY V. HAUSER

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December 8, 1999

FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

700003065177--5  
-12/09/99--01045--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: JUSTINVIL CORPORATION

Ladies and Gentlemen:

I enclose two (2) executed originals of the Articles of Incorporation for LIFE-LONG JUSTINVIL CORPORATION, together with my check for \$78.75 payable to the Secretary of State to cover the following fees:

Filing Fee	\$35.00
One certified copy	8.75
Registered Agent Designation	35.00

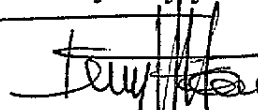
TOTAL \$78.75

Please file the Articles of Incorporation and return one certified copy to me.

**PLEASE NOTE: THE EFFECTIVE DATE OF INCORPORATION IS DECEMBER 8, 1999, AND NOT THE DATE OF FILING.**

Thank you for your cooperation in this matter.

Very truly yours,

  
Terry V. Hauser

TVH:z  
Enclosures

FILED  
99 DEC -9 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-13  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**JUSTINVIL CORPORATION**

FILED  
99 DEC -9 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

**ARTICLE I.**

The name of the corporation is:

**JUSTINVIL CORPORATION.**

**ARTICLE II.**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 7,500 shares of \$1.00 (One Dollar) par value common stock.

**ARTICLE III.**

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

ARTICLE IV.

The name of the initial Registered Agent and the street address of the initial Registered Office are as follows:

Registered Agent

Address of Registered Office

Terry V. Hauser

444 Brickell Avenue, Suite 1000  
Miami, Florida 33131.

ARTICLE V.

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

Incorporator

Address of Incorporator

Terry V. Hauser

444 Brickell Avenue, Suite 1000  
Miami, Florida 33131.

ARTICLE VI.

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII.

The Corporation shall have one (1) directors. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be fewer than one director, nor more than five (5) directors.

99 DEC -9 AM 8:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII.

The initial Principal Office and Mailing Address of the Corporation shall be as follows:

Principal Office

c/o Terry V. Hauser, P.A.  
444 Brickell Avenue  
Suite 1000  
Miami, Florida 33131.

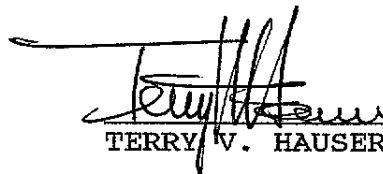
Mailing Address

c/o Terry V. Hauser, P.A.  
444 Brickell Avenue  
Suite 1000  
Miami, Florida 33131.

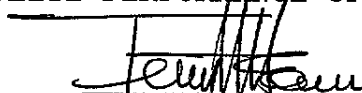
ARTICLE IX.

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Incorporator has hereunto executed these Articles of Incorporation effective as of December 8, 1999, at Miami, Florida.

  
TERRY V. HAUSER

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

  
TERRY V. HAUSER  
December 8, 1999