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JOHN M. McDIVITT
NATHAN E. NASON
M. RICHARD SAPIR
GREGORY L. SCOTT
JOHN WHITE, II
THOMAS J. YEAGER

L44815

January 17, 1990

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: Jupiter - B.S.S.C., Inc.

Dear Sir:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the captioned proposed corporation. The duplicate has been subscribed and acknowledged by the incorporator in the same manner as the original.

A check in the amount of $70.00 is also enclosed to cover the following costs:

Filing Fee	$ 20.00
Certified Copy	30.00
Registered Agent Fee	20.00
TOTAL	**$ 70.00**

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to me.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

John White II

John White, II

JW/clc
3641Q
Enclosures

1-24-90

L44815

FILED
1983 JAN 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JUPITER - B.S.S.C., INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:

JUPITER - B.S.S.C., INC.

The principal place of business of the corporation shall be:

Suite 420
1645 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock having a par value of $1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation.

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

John White, II

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws (but at no time shall there be less than one (1) director of the Corporation).

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Name	Street Address
John W. S. Preston	2851 John Street Suite 1 Markham, Ontario, Canada L3R 5R7

Peter F. Cohen	2851 John Street Suite 1 Markham, Ontario, Canada L3R 5R7
Robert S. Green	2851 John Street Suite 1 Markham, Ontario, Canada L3R 5R7

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name	Street Address
John White, II	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

ARTICLE IX

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 18th day of January, 1990.

John White, II, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

Before me personally appeared John White, II, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at West Palm Beach, Florida, this 18th day of January, 1990.

Norma Hubarber
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: AUG. 23, 1993.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Jupiter - B.S.S.C., Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named John White, II located thereat as its registered agent to accept service of process within this State.

By: John White II
John White, II, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: John White II
John White, II, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1990 JAN 19 AM 8:01

FILED

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