



P97000052883

ACCOUNT NO. : 072100000032

REFERENCE : 429061 4371937

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 131.25

ORDER DATE : June 16, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 429061-005

CUSTOMER NO: 4371937

300002212663--2

CUSTOMER: Marilyn Kuffner, Legal Asst
TRIVEST, INC.

2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

DOMESTIC FILING

NAME: JET INDUSTRIES, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED
JUN 16 1997
MILWAUKEE, WISCONSIN

RECEIVED
97 JUN 16 AM 10:39
DIVISION OF CORPORATION

JP



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

CSC NETWORKS

The name JET INDUSTRIES, INC. has been reserved for 120 days beginning May 30, 1997. The reservation number is R97000002622 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Debbie Reagle

Letter number: 797A00029317

**ARTICLES OF INCORPORATION
OF
JET INDUSTRIES, INC.**

JUN 16 1977
97 JUN 16 AM 11: 20

STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is JET INDUSTRIES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

(A) Authorized Shares. The total number of shares of all classes which this Corporation shall have authority to issue is Fifty Thousand (50,000) shares of Common Stock ("Common Stock") of the par value of \$.01 per share. Such shares of Common Stock are sometimes hereinafter referred to as the "capital stock."

(B) Voting Privileges.

(1) General. Each holder of Common Stock shall have one vote on all matters submitted to the shareholders for each share of Common Stock standing in the name of such holder on the books of this Corporation and each holder of a fraction of a share of Common Stock shall have a corresponding fractional vote on all matters submitted to a vote of the shareholders for each fraction of a share of Common Stock standing in the name of such holder on the books of this Corporation. Except as otherwise required by law, the shares of Common Stock of this Corporation entitled to vote shall vote as a single class on all matters submitted to the holders of such Common Stock.

(2) No Cumulative Voting. No shareholder of this Corporation shall have any cumulative voting rights.

(C) Preemptive Rights.

(1) General. If this Corporation should decide to issue and sell additional shares of any capital stock of this Corporation or any options or warrants for, or securities convertible into, capital stock of this Corporation or other rights to subscribe for or to purchase any Common Stock of this Corporation, other than (i) shares of Common Stock sold to the public pursuant to a registration statement filed under the Securities Act of 1933, as amended, and (ii) shares issued to employees of this Corporation or subsidiaries thereof pursuant to plans adopted by this Corporation for issuance of Common Stock (provided that the aggregate number of shares issued not be in excess of Nine Hundred (900) (appropriately adjusted to reflect stock splits, stock dividends, reorganizations, consolidations and similar changes effected after the initial issuance of Common Stock)), (all such capital stock, options, warrants, securities convertible into such capital

stock and other rights, other than securities referred to in (i) and (ii) above, being sometimes hereinafter collectively referred to as "Additional Securities"), this Corporation shall first offer to sell to each holder of Common Stock pro rata based on its existing ownership of shares of Common Stock, as compared to the sum of the total number of shares of Common Stock then outstanding, such Additional Securities upon the same terms and conditions (subject to subparagraph (2) of this paragraph (C) as this Corporation is proposing to issue and sell such Additional Securities to others. Such offer shall be made by written notice given to each holder of Common Stock and each holder of Warrants and specifying therein the amount of the Additional Securities being offered, the purchase price and other terms of such offer. Each such holder of Common Stock shall have a period of 45 days from and after the date of receipt by it of such notice within which to accept such offer. If a holder elects to accept such offer in whole or in part, such holder shall so accept by written notice to this Corporation given within such 45-day period. If a holder fails to accept such offer in whole or in part within such 45-day period, any of such Additional Securities not purchased by such holder pursuant to such offer may be offered for sale to others by this Corporation for a period of 90 days from the last day of such 45-day period, but only on terms and conditions at least as favorable to this Corporation as were set forth in the initial offer to such holder, free and clear of the restrictions imposed by subparagraphs (1) and (2) of this paragraph (C).

(2) No Other Preemptive Rights. Except as provided in subparagraph (1) of this paragraph (C), or in any agreement between this Corporation and any shareholder of this Corporation, no shareholder of this Corporation shall have any preemptive rights to subscribe for, purchase or acquire any shares of this Corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into, exchangeable for or carrying a right to acquire any such shares.

(D) Dividends. Each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common Stock then outstanding, regardless of class, when, if and as such dividends are declared paid.

(E) Subdivisions or Combinations. If this Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of any other classes of Common Stock will be proportionately subdivided or combined.

(F) Liquidation Rights. After payment or provision for payment of the debts and other liabilities of this Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of this Corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of this Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than fifty percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its registered agent at such office is The Prentice Hall Corporation System, Inc.

ARTICLE VI

The name of the Incorporator is Michael W. Hein and the address of the Incorporator is c/o Greenberg Traurig Hoffman Lipoff & Quentel, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

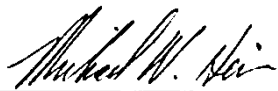
ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of June, 1997.

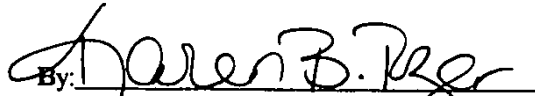


Michael W. Hein, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Jet Industries, Inc., hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes § 607.0505.

THE PRENTICE HALL CORPORATION
SYSTEM, INC.

By: 
Karen B. Rozar, As Its Agent

Dated: June 13, 1997

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STATE
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TALLAHASSEE, FLORIDA