

P00000030008

BEERMANN • SWERDLOVE • WOLOSHIN • BAREZKY
BECKER • GENIN & LONDON

ATTORNEYS

GABRIEL B. ANTMAN
DEBRA R. ANTONE
JAMES R. BALLER
LAWRENCE R. BAREZKY
ALVIN R. BECKER
MILES N. BEERMANN
JULIE P. BRETT
LAUREN EVANS DE JONG
LYLE S. GENIN
PAMELA J. HUTUL
NINNETTE G. KARG
TIMOTHY M. KELLY
HERBERT A. KESSEL
HOWARD A. LONDON
MARIBETH OLENSKI
ROGER A. RUBIN
SHANNON K. STEVENS
NATHAN B. SWERDLOVE
CHRISTOPHER A. WHITE
WILLIAM WOLOSHIN

161 NORTH CLARK STREET
SUITE 2600
CHICAGO, ILLINOIS 60601-3297
TELEPHONE (312) 621-9700
FACSIMILE (312) 621-0909

NORTH SHORE OFFICE
ONE NORTHFIELD PLAZA
SUITE 110
NORTHFIELD, ILLINOIS 60093-1211
TELEPHONE (847) 441-2700
FACSIMILE (312) 621-0909

February 29, 2000

ANNE M. BEST
LEGAL ADMINISTRATOR

Department Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

700003159147--5
-03/06/00--01138--016
*****75.00 *****70.00

Re: Articles of Incorporation
J&M Corporation
Our File No. 6-27846

To Whom It May Concern:

Enclosed please find the Articles of Incorporation (original and one copy) together with our check in the amount of \$75.00 made payable to the Secretary of State as payment for the filing process. Please expedite this matter and return a filed stamped copy to our office upon completion of the Incorporation.

If you have any comments or questions, please contact the undersigned.

Very truly yours,

BEERMANN, SWERDLOVE, WOLOSHIN,
BAREZKY, BECKER, GENIN & LONDON

Theresa L. Arroyo GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 3-24-00
BOG EXAM 1001

Theresa L. Arroyo
Legal Assistant

/tla
Enclosure

FILED
00 MAR 6 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FL 09007

3-24-00
tla

FILED
00 MAR -6 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

MPK, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

c/o BEERMANN SWERDLOVE ET.AL
161 N. CLARK STREET - SUITE 2600
CHICAGO, IL 60601

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is:

1,000

ARTICLE V INITIAL OFFICERS/DIRECTORS

The name(s) and address(es):

ARTICLE VI REGISTERED AGENT

The name and Florida street address registered agent are:

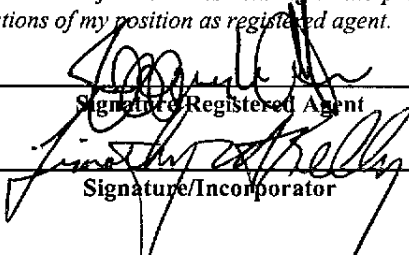
CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator are:

TIMOTHY KELLY
161 N. CLARK ST., STE. 2600, CHICAGO, IL 60601

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

Signature/Incorporator

February 25, 2000

Date

FEBRUARY 24, 2000

Date