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PLEASE REPLY TO
FORT LAUDERDALE OFFICE

December 19, 2000

TALLAHASSEE OFFICE
215 SOUTH MONROE STREET
SUITE 320
TALLAHASSEE, FLORIDA 32301
(850) 681-0980
FAX (850) 681-2499

OF COUNSEL
WILLIAM C. OWEN
LAURENCE MAURER

GOVERNMENTAL RELATIONS
KIMBERLY GUENTHER
SANDRA S. HARRIS
NOT MEMBERS OF FLA BAR

FILED
00 DEC 20 AM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMAS F. PANZA
SUSAN HOROVITZ MAURER
ZOLLIE M. MAYNARD, JR.
SAMUEL R. NEEL, III
MARK ANTHONY EMANUELE
JULIEANN ALLISON
MARK A. HENDRICKS

LYDIA B. CHAMBERLIN
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MICHAEL H. JOHNSON
DEBORAH F. RUGG
MELISSA NEGRON
DEBORAH SUSAN PLATZ
ALLEN A. WOLINSKY
JONATHAN A. YELLIN

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: JMC Marketing Services, Inc.

200003509352--3
-12/20/00--01087--003
*****70.00 *****70.00

Dear Sir:

Enclosed are the original Articles of Incorporation for filing of the above-referenced corporation. I have also included our check number 6162 in the sum of \$70.00 to cover for filing fee cost.

An addressed Federal Express label is provided for the return of the incorporation receipt and stamped copy of the Articles.

Should you need any other information, please do not hesitate to contact me.

Very truly yours,

Deborah Fischer Rugg
Deborah Fischer Rugg

DFR:pp
Enclosures

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CB 12-27

ARTICLES OF INCORPORATION

OF

JMC MARKETING SERVICES, INC.

FILED
00 DEC 20 AM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: JMC MARKETING SERVICES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, a building and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares at \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The address of the principal office of this corporation shall be:

5818 LaGorce Circle
Lake Worth, FL 33463

ARTICLE V

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE VI

The corporation is to exist perpetually.

ARTICLE VII

Pursuant to §607.0501, Florida Statutes, the registered office of this corporation in the State of Florida and the Registered Agent in the State of Florida shall be Douglas J. Jeffrey, Esq., c/o Panza, Maurer, Maynard & Neel, P.A., 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

ARTICLE VIII

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

ARTICLE IX

The names and post office addresses of the member of the first Board of Directors, and the Chairman of the Board, President, Vice Presidents, and Secretary/Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICES</u>
Joseph Mosgkowitz	5818 LaGorce Circle Lake Worth, FL 33463	Director/President/Secretary
Carol Mosgkowitz	5818 LaGorce Circle Lake Worth, FL 33463	Director/Treasurer

ARTICLE X

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
Joseph Mosgkowitz	5818 LaGorce Circle Lake Worth, FL 33463	10,000	\$500.00

In accordance with §607.77, Florida Statutes, it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by the unanimous vote of the stockholders entitled to vote

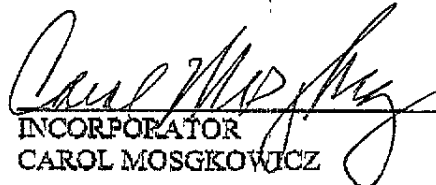
thereon.

ARTICLE XII

It is the intention of this Charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

ARTICLE XIII

Pursuant to §607.0721, Florida Statutes, at all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.



INCORPORATOR
CAROL MOSGKOWICZ

STATE OF FLORIDA)

COUNTY OF Palm Beach

I **HEREBY CERTIFY** that on this day before me, a Notary Public duly authorized in the State and the County named above to take acknowledgments, personally appeared CAROL MOSGKOWICZ to me known, or has produced Drivers License as identification to be the person described as the subscriber in, and who executed the foregoing Articles of Incorporation, acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 15th day of December, 2000.

My Commission Expires: 1/3/2004

Laura L Wilder
NOTARY PUBLIC

Laura L Wilder
Print Name



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept appointment as the initial Registered Agent of JMC MARKETING SERVICES, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of JMC MARKETING SERVICES, INC.

DATE: 12-14-60



DOUGLAS J. JEFFREY, ESQ.

Initial Registered Agent

Panza, Maurer, Maynard & Neel, P.A.

3600 North Federal Highway, Third Floor

Bank of America Building

Fort Lauderdale, FL 33308

Telephone: (954) 390-0100

Facsimile: (954) 390-7991

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