DANIELS & DANIELS

ATTORNEYS AT LAW A PROFESSIONAL ASSOCIATION

EXECUTIVE COURT AT INVERRARY SUITE B-200 4300 NORTH UNIVERSITY DRIVE FORT LAUDERDALE, FLORIDA 33351 TELEPHONE (954) 572-7100 • TELEFAX: (954) 572-0667

GORDON S. DANIELS LISA L. DANIELS * JAYNE ARNOLD GOLDSTEIN + RICHARD C. ENTIN, of counsel NICHOLAS G. HIMONIDIS, of counsel **

Admitted in FL & D.C.

* Admitted in FL & PA ** Admitted in NY, MD, VA & D.C.

January 22, 2001

-01/29/01--01101--015 *****78.75

Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: JMC INTERNATIONAL WORLDWIDE, INC.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation of JMC International Worldwide, Inc., together with our check in the amount of \$78.75 representing your filing fee. Please process the foregoing at your earliest opportunity and return a true copy of the Articles to my office in the envelope which has been provided for your convenience.

Thank you for your assistance in this regard.

Sincerely,

Essa & Daniel

LISA LEONARDO DANIELS

LLD:t Enclosure



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 30, 2001

LISA LEONARDO DANIELS ESQ EXECUTIVE COURT AT INVERRAY STE B-200 4300 NORTH UNIVERSITY DRIVE FT LAUDERDALE, FL 33351

SUBJECT: JMC INTERNATIONAL WORLDWIDE, INC.

Ref. Number: W01000002198

We have received your document for JMC INTERNATIONAL WORLDWIDE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock Document Specialist

Letter Number: 901A00005490

Division of Commentions DO DOY 0007 THE HOLD OF COMME

ARTICLES OF INCORPORATION

of

JMC INTERNATIONAL WORLDWIDE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following articles of incorporation for such corporation:

ARTICLE I.

The name of the corporation is:

JMC INTERNATIONAL WORLDWIDE, INC.

ARTICLE II.

The duration of the corporation is perpetual.

ARTICLE III.

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue shall be one thousand shares of common stock at a par value of \$1.00 each.

ARTICLE V

The address of the corporation's main office is:

1009 N. Ocean Blvd., #213 Pompano Beach, FL 33062

The name of the corporation's initial registered agent at such address is: LISA LEONARDO DANIELS, Daniels & Daniels, 4300 N. University Drive, Suite B-200, Fort Lauderdale, FL 33351.

ARTICLE VI.

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as the initial director is:

President -

JOSE MARIA DE SOUZA CORREA FILHO

1009 North Ocean Blvd., #213 Pompano Beach, FL 33062.

ARTICLE VII.

The name and address of the incorporator is:

JOSE MARIA DE SOUZA CORREA FILHO 1009 North Ocean Blvd., #213 Pompano Beach, FL 33062.

ARTICLE VIII.

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the ______ day of ______, 2001.

JOSE MARIA DE SOUZA CORREA FILHO

Incorporator and President

STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared JOSE MARIA DE SOUZA CORREA FILHO, who, upon being my me first duly sworn, deposes and says that he has executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 18 day of January, 2001.

Notary Public

State of Florida at Large

Tonya C Ryan

My Commission CC822832

Expires April 1, 2003

My Commission Expires:

4/1/03

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN ARTICLES OF INCORPORATION

LISA LEONARDO DANIELS having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

LISA LEONARDO DANIELS

Registered Agent

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SECRETARY SESSATE