

P9500000 4080

LEE BENTON SAYLER, P.A.

ATTORNEY AT LAW

1000 N. U.S. HIGHWAY ONE, SUITE 102

PORTER, FLORIDA 32477

407-748-7404

FILED

95 JAN 13 PM 2 59

SECRET
TALLAHASSEE, FL

January 12, 1995

VIA FEDERAL EXPRESS
TRACKING NO: 8645253061

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32399

110110110211031
01/17/95-01010-000
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION FOR FLORIDA FASTENERS, INC.

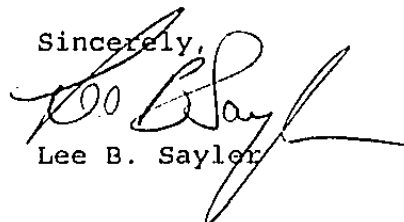
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles for Florida Fasteners, Inc., along with a check in the amount of \$122.50 for filing.

Please return a stamped, filed copy of the Articles with a Certificate of Incorporation in the enclosed Federal Express Air bill.

Thank you for your assistance in this matter.

Sincerely,


Lee B. Sayler

LBS/cr

Encs.

cc: Joanne Glinsky

ARTICLES OF INCORPORATION
OF
FLORIDA FASTENERS, INC.

FILE
95 JAN 13 PM 12 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation shall be FLORIDA FASTENERS,
INC.

ARTICLE TWO

The duration of the corporation is perpetual. The date
and time of the commencement of corporate existence shall be
immediately after the filing of the Articles of Incorporation
with the Secretary of State, Division of Corporations.

ARTICLE THREE

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

ARTICLE FOUR

The aggregate number of shares which the corporation is
authorized to issue is one thousand (1,000). Such shares shall be
of a single class, voting common, and shall have a par value of
Five Dollars (\$5.00) per share.

ARTICLE FIVE

The street address of the initial principal and registered office of the corporation is 19800 U.S. Highway One, Apt. 203, Tequesta, FL 33469. The name of the initial registered agent at such address is JOANNE GLINSKY.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is two (2). The number of directors may change in accordance with the Bylaws. The names and addresses of the directors are JOANNE GLINSKY and JOHN M. GLINSKY at 19800 U.S. Highway One, Apt. 203, Tequesta FL 33469.

ARTICLE SEVEN

The name and address of the incorporator is:
JOANNE GLINSKY at 19800 U.S. Highway One, Apt. 203, Tequesta FL 33469.

ARTICLE EIGHT

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred,

except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE NINE

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for the purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Jupiter, Florida, on the 12th day of January, 1995.


JOANNE GLINSKY

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, JOANNE GLINSKY to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me, that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1995.

(SEAL)



LEE B. BAYLER
MY COMMISSION # CC322684 EXPIRES
November 7, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

Lee B. Bayler
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Florida Statute 607.325.

Executed this 12th day of January, 1995.

Joanne Glinsky
JOANNE GLINSKY

P95000004080

COHEN, CHERNAY, NORRIS, WEINBERGER & HARRIS

Attorneys at Law

A Partnership of Professional Associations

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P.O. BOX 13146

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PETER H. RAY
JAMES D. RYAN
ROBERT M. WEINBERGER, PA

* Of Counsel
(1) Admitted to New Jersey,
New York, D.C., Texas, Michigan (bars only)

FACSIMILE
(407) 842-4104

SECURITIES/
CORPORATE DEPT.
FACSIMILE
(407) 845-0100

February 2, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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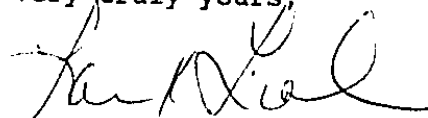
Re: Articles of Amendment for
FLORIDA FASTENERS, INC.
Our File No. 93699.000

Dear Sir/Madam:

Enclosed please the original and one copy of the above referenced Articles of Amendment together with a check in the amount of \$35.00 for filing same.

Please return a conformed copy together with a statement that the Amended Articles have been filed with your office. Thank you for your assistance in this matter

Very truly yours,



Larissa K. Lincoln
Legal Assistant

as:\secand.ltr
enclosures

cc: John Glinsky

N/C

1 FEB 1 1996

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FILED
96 FEB -9 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA FASTENERS, INC.

FILED
96 FEB -9 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The following provisions of the Articles of Incorporation of FLORIDA FASTENERS, INC., a Florida corporation, filed in Tallahassee, Florida, be and they hereby are amended in the following particulars:

Article I be and it hereby is amended to read as follows:


The name of the Corporation shall be:

JMG OF PALM BEACH, INC.

2. All remaining provisions of the original Articles of Incorporation shall remain unchanged.

3. The foregoing amendments were adopted by the Directors and Shareholders of the corporation on December 5, 1995.

IN WITNESS WHEREOF, the corporation acting through its duly authorized officer has executed these Articles of Amendment this 31st day of January, 1996.


JOHN GLINSKY