

MENDOZA, CALLAN & SCHILLINO

ATTORNEYS AT LAW
SOUTH FLORIDA PLAZA CENTER WEST
25 ROYAL PALM WAY
SUITE 200
PALM BEACH, FLORIDA 33480

FRANK M. CALLAN
FRANK J. DE MENDOZA III
JOHN SCHILLINO

TELEPHONE (407) 850-1111
FAX (407) 850-1111
CABLE MENDOZA PIV
VIA AIR MAIL

January 20, 1995

P9500006669

Corporation Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: J. RUSSELL & CO.
Our File No. 4399.4

Dear sir or madam:

Enclosed for filing are Articles of Incorporation and Designation of Registered Agent for the captioned entity. Also enclosed herewith is a check in the amount of \$122.50 representing the following:

| | |
|---|--------------|
| Filing Articles of Incorporation | \$ 35.00 |
| Filing Designation of Registered Agent | 35.00 |
| Certified copy of Articles of Incorporation | <u>52.50</u> |
| Total | \$122.50 |

Please provide to me a certified copy of the Articles of Incorporation.

EFFECTIVE DATE

Sincerely,

Mario G. de Mendoza, III
Mario G. de Mendoza, III

MGMIII:ss
Enclosures

MGMIII:00
4399.4
01/20/95

FILED

55 JAN 23 AM 8:12

FILED

ARTICLES OF INCORPORATION

OF

J. RUSSELL & CO.

EFFECTIVE DATE

1-20-95

Article I - Name

The name of this corporation is J. RUSSELL & CO.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office of this corporation is 251 Royal Palm Way, 6th Floor, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is MARIO G. de MENDOZA, III.

Article VII - Principal Place of Business

The street address of the principal place of business of this corporation is 251 Royal Palm Way, 6th Floor, Palm Beach, Florida 33480.

Article VIII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

MARIO G. de MENDOZA, III
251 Royal Palm Way, 6th Floor
Palm Beach, Florida 33480

Article IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

MARIO G. de MENDOZA, III
251 Royal Palm Way, 6th Floor
Palm Beach, Florida 33480

Article X - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XI - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XII - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

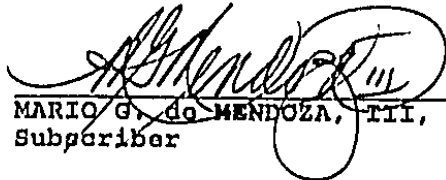
Article XIII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIV - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of January, 1995.

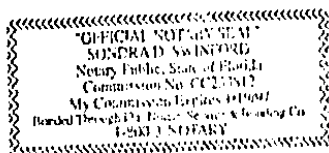

MARIO G. de MENDOZA, III,
Subscriber


STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared MARIO G. de MENDOZA, III, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20th day of January, 1995.




SONDRA D. SWINFORD Notary Public
My Commission Expires:
My Commission Number:

MMIII:uu
4399.4
1/20/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: J. RUSSELL & CO., desiring to organize or qualify
under the laws of the State of Florida, with its principal place
of business at 251 Royal Palm Way, 6th Floor, Palm Beach, Palm
Beach County, State of Florida, has named Mario G. de Mendoza, III,
located at 251 Royal Palm Way, 6th Floor, Palm Beach, Florida
33480, as its agent to accept service of process within Florida.

SIGNATURE:


Mario G. de Mendoza, III

TITLE:

Assistant Secretary

DATE:

January 20, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


Mario G. de Mendoza, III

DATE:

January 20, 1995