

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

800-342-8085
P95000008969

ACCOUNT NO. : 072100000032

REFERENCE : 535386 99475A

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1995

ORDER TIME : 11:28 AM

ORDER NO. : 535386

200001386482

CUSTOMER NO: 99475A

CUSTOMER: Theodore M. Goldberg, esq
THEODORE M. GOLDBERG, ESQ

Suite 400
3250 Mary Street
Coconut Grove, FL 33133

DOMESTIC FILING

P95000008969

NAME: JMARC HOLDING CORPORATION

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

Tw
2-2-95
02/4

RECEIVED
95 FEB -2 PM 12:15
DIVISION OF CORPORATION
FILED
95 FEB -2 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JMARC HOLDING CORPORATION

FILED
95 FEB -2 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

JMARC HOLDING CORPORATION

The address of the principal office of this corporation shall be 5835 Commerce Lane , Miami, Florida 33143, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on February 2, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
95 FEB -2 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and 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.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

LRD/jwk

1204 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P95000008969

ACCOUNT NO. : 072100000032

REFERENCE : 535386 99475A

AUTHORIZATION : *Patricia Pzynt*
COST LIMIT : \$ 35.00

ORDER DATE : February 2, 1995

ORDER TIME : 4:0 PM

60000144 J966

ORDER NO. : 535386

CUSTOMER NO: 99475A

CUSTOMER: Theodore M. Goldberg, esq
Theodore M. Goldberg, esq
Suite 400
3250 Mary Street
Coconut Grove, FL 33133

CHANGE OF AGENT

NAME: JHARC HOLDING CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jodie Krebs

RECEIVED
95 MAR 28 AM 9:14
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA
FILED
95 MAR 28 AM 11:16
SECRETARY OF STATE

3/28

John R. Ch.

Entry No. _____

Date Filed _____

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: J MARC Holding Corporation

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

95 MAR 28 AM 11:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Theodore M. Goldberg Esq.
3250 MARY STREET, SUITE 400
COCONUT GROVE, FLORIDA 33133

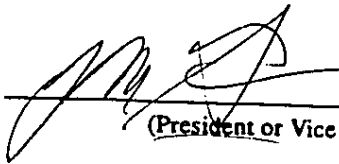
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

J. MARC STONCE

(Typed or printed name and title)

Signature



(President or Vice President)

Date

3-21-91

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Theodore M. Goldberg

Signature Theodore M. Goldberg

(Agent)

Date

3-24-91