

Law Offices of
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February 27, 1995

PA 50000 17381
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: Articles of Incorporation of JMK Group, Inc.

Dear Sir:

Please find enclosed the original and one (1) copy of the subject Articles of Incorporation. Upon filing, please return the certified copy of the Articles to the undersigned.

Our check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fee	\$35.00
Certified Copy of Articles	52.50
Registered Agent Designation	35.00
	<hr/>
	\$122.50

Your prompt attention to this matter is appreciated.

Very truly yours,

Bennett S. Cohn

BSC:sg

Enclosures

ARTICLES OF INCORPORATION
OF
JMK GROUP, INC.

WE, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, do hereby certify, declare and set forth as follows, to wit:

ARTICLE - I

NAME: The name of this corporation shall be:

JMK GROUP, INC.

ARTICLE - II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE - III

TERMS OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE - IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is: One Hundred Shares (100) of common stock without nominal or par value. The consideration to be paid for each share will be One Dollar (\$1.00) per share.

ARTICLE - V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00).

ARTICLE - VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation at the Registered Office shall be Jack M. Karako. The Registered Office shall be at 1860 Old Okeechobee Road, Suite 503, West Palm Beach, FL 33409. The address of both the Principal Office and Registered Agent being 1860 Old Okeechobee Road, Suite 503, West Palm Beach, FL 33409.

ARTICLE - VII

OFFICERS AND DIRECTORS: The names and post office addresses of the first directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jack M. Karako	1860 Old Okeechobee Rd. Suite 503 West Palm Beach, FL 33409	President/ Secretary

The corporation shall have at least one (1) or not more than five (5) directors, and no one person shall be required to own, hold, or to control stock in the corporation as a conditioned precedent to holding any office in this corporation.

ARTICLE - VIII

SUBSCRIBERS: The names and post office address of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take, are as follows:

NAME	ADDRESS	SHARES
Jack M. Karako	1860 Old Okoochobee Rd. West Palm Beach, FL 33409	100

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business.

ARTICLE - IX

STOCKHOLDERS' MEETING: The time and place of the annual stockholders' meeting shall be fixed and prescribed for in the By-Laws and notice of same shall be given in one of the methods provided by law. Any meeting of the stockholders may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE - X

OFFICERS: The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers and agent as may be deemed necessary, shall be chosen in such manner, hold their offices for such term and have such power and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE - XI

POWERS: This corporation shall have the following powers:

- A. To have a corporate seal, which may be altered at

pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in, and with, real property or personal property, or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employees in accordance with Florida Statute 607.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property

as security for the payment of the funds so loaned or invested.

H. To conduct its business, carry on the operations, and have offices and exercise the powers granted by the Florida Statute 607, within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture trust or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purposes of the corporation.

ARTICLE - XIII

RESIDENT AGENT: The Resident Agent for this corporation shall be: Jack M. Karako

I HEREBY ACCEPT the above designation.

Jack M. Karako

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set his hand and seal this 28th day of February, A.D., 1995, for the sole purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein are true.

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared Jack M. Karako, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the County and State aforesaid, this 28th day of February, A.D., 1995.



SUZANNE GENTRY
MY COMMISSION # CC 240656 EXPIRES
November 4, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

Suzanne Gentry
NOTARY PUBLIC, STATE OF FLORIDA

Printed Notary Name

Commission No.:

My Commission Expires: