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CORPORATE

ACCOUNT NO. : 072100000032

REFERENCE : 567167 4135A

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : March 28, 1995

ORDER TIME : 9:39 AM

ORDER NO. : 567167

60000144108E

CUSTOMER NO: 4135A

CUSTOMER: Janet Perez, Legal Assistant
STEEL HECTOR & DAVIS

41st Floor
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: JW DESIGN ENTERPRISES, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAR 28 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JW DESIGN ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is JW Design Enterprises, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398; and the name of the initial registered agent of the Corporation at that address is Abigail C. Watts-FitzGerald, P.A.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 445 South Route 73, Blue Anchor, New Jersey 08037; and the mailing address is 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director is as follows:

Jean L. Weiss
445 South Route 73
Blue Anchor, New Jersey 08037

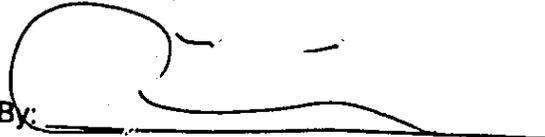
ARTICLE VII - INCORPORATOR

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

Abigail C. Watts-FitzGerald, P.A.
200 South Biscayne Boulevard
Suite 4000
Miami, Florida 33131-2398

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 27th day of March, 1995.

Abigail C. Watts-FitzGerald, P.A.

By: 
Abigail C. Watts-FitzGerald, President

YIN/90376

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

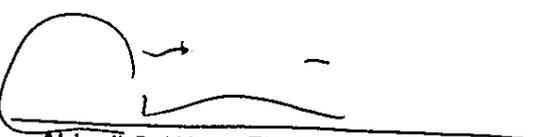
That JW Design Enterprises, Inc., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, P.A., located at 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131-2398, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 27th day of March, 1995.

Abigail C. Watts-FitzGerald, P.A.
Registered Agent

By: 
Abigail C. Watts-FitzGerald, President