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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-02-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JCO, INC.
FAX AUDIT NUMBER: H95000004595
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 26 1995
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1995

EMPIRE CORPORATE KIT COMPANY
MIAMI, FL

SUBJECT: JCO., INC.
REF: W95000008794

P.S.

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Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JCO, Inc.

EFFECTIVE DATE

4/21/95

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is JCO, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Marwin S. Cassel, P.A., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence on April 21, 1995.

Marwin S. Cassel
201 S. Biscayne Blvd.
Suite 3000
Miami, Florida 33131
Florida Bar #0012713
(305) 373.4400

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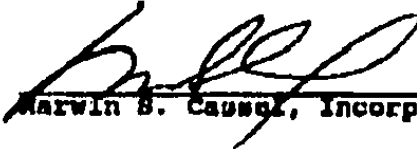
APR-24-1995 17104 FROM EMPINE

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of April, 1995.


Marwin S. Cassel, Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frazier
Linda C. Frazier, Vice President

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