

1954

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TALLAHASSEE, FL 32301
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CSC networks
PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 646663 12170

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : 970.00

ORDER DATE : July 24, 1995

4100001548864

ORDER TIME : 9:10 AM

ORDER NO. : 646663

CUSTOMER NO: 12170

CUSTOMER: Mario Romine, Legal Assistant
BUCHANAN INGERSOLL, P.C.

1 Turnberry Place, Suite 606
19495 Biscayne Boulevard
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: JDSS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

JUL 24 1995 BSM

FILED
JUL 24 1995 34

ARTICLES OF INCORPORATION
OF
JDSS, INC.

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95 JUL 26 AM 10:34
1110 - 1110

ARTICLE I
NAME

The name of this corporation shall be:

JDSS, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 2875 N.E. 191st Street, Suite 400, Aventura, Florida 33180.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2875 N.E. 191st Street, Suite 400, Aventura, Florida 33180 and the name of the initial registered agent is Jay Schwartz.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names of the Directors are:

Jay Schwartz
Scott F. Seligson

The address of the Directors is: 2875 N.E. 191st Street, Suite 400, Aventura, FL 33180.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Mario A. Romine, 19495 Biscayne Blvd., Suite 606, North Miami Beach, Florida 33180.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of February, 1995.



Mario A. Romine, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 21ST DAY OF JULY, 1995.

BY: 

Jay Schwartz

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JUL 21 11:10:34

Furnberry Associates

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97 AUG 25 AM 9:38
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

If you should have any questions regarding this matter please call immediately.
Thank you.

Rona

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N/A

AUG 2 1957



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1997

RONA ASMAN
TURNBERRY ASSOCIATES
2875 N.E. 191ST ST., STE. 400
AVENTURA, FL 33180

SUBJECT: JDSS, INC.
Ref. Number: P95000056867

We have received your document for JDSS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similarly named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 097A00041758

Turnberry Associates

August 22, 1997

Secretary of State
Division of Corporations
Attn: Velma Shepard
P.O. Box 6327
Tallahassee, FL 32314

Re: JDSS, Inc.

Dear Ms. Shepard:

This is in reference to your letter dated 8/18/97 (copy enclosed).

Please find enclosed for your filing an original and copy of the corrected Articles of Amendment for JDSS, Inc. Please return the filed Article to my attention via fax and first class mail in the self-addressed stamped envelope provided. I do not need certified copies.

Thank you for your prompt attention to this matter.

Yours truly,


Rona Asman

/ra

Encl.

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ARTICLES OF AMENDMENT
OF
JDSS, INC.

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97 AUG 25 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, JDSS, INC. (the "Corporation") hereby adopts the following Articles of Amendment.

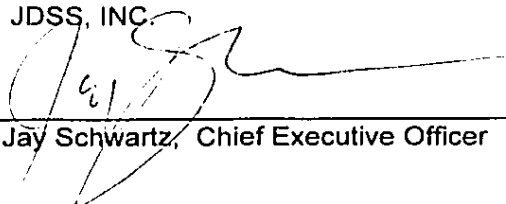
1. The name of the Corporation is JDSS, INC.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended so as to henceforth read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

JDSS Companies Incorporated

3. The date of adoption of the aforesaid amendment was July 23, 1997.
4. The said number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

JDSS, INC.
By: 
Jay Schwartz, Chief Executive Officer

MAR/ma