

M. TACHIBANA, C.P.A., P.A.

MEMBER - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

P9500059422

July 28, 1995

Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200001549382
-07/31/95--01049--007
****122.50 ****122.50

Re: J.E.M. INTERNATIONAL, INC.

Dear Sir,

Enclosed please find one original articles of
Incorporation and one copy of original for the
J.E.M. International and a payment in the
amount of \$122.50.

EFFECTIVE DATE

JUL 28 1995

Please mail back the articles to:

M. TACHIBANA, CPA
1000 QUAYSIDE TERR. #1608
MIAMI, FLORIDA 33138

Thank you very much for your assistance and Cooperation.

Very Truly yours,

M. Tachibana, CPA

500 7/31/95

FILED
95 JUL 31 11 08:39
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
J.E.M. INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is J.E.M. INTERNATIONAL, INC. The mailing address of this corporation is 1424 Ocean Drive #306, Miami Beach, FL 33139.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1424 Ocean Drive #306, Miami Beach, FL 33139 and the name of the initial registered agent of this corporation at this address is Eric D. Morley.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Eric D. Morley
1424 Ocean Drive #306
Miami Beach, FL 33139

ARTICLE VIII - INCORPORATOR

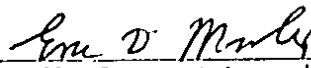
The name and address of the person signing these Articles of Incorporation is:

Eric D. Morley
1424 Ocean Drive #306
Miami Beach, FL 33139

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 subscribed have executed these Articles of Incorporation on 28th day of July, 1995.

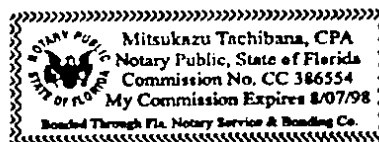

Eric D. Morley, Subscriber

State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above,

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 28 day of July, 1995.


Notary Public
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes,
the following is submitted in compliance with said Act:

That J.E.M. INTERNATIONAL, INC. desiring to
organize under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at the city of
Miami Beach, county of Dade, State of Florida, has named Eric D.
Morley located at 1424 Ocean Drive #306, Miami Beach, FL 33139 as
its agent to accept service of process within this state.

Eric D. Morley
Eric D. Morley, President
28th July, 1995

ACKNOWLEDGEMENT:

Having been named to accept service of process
for the above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.

Eric D. Morley
Eric D. Morley
28th July, 1995

FILED
95 JUL 31 AM 8:59
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI BEACH, FLORIDA