

P96000009569

J. DAVID LYNCH

ATTORNEY AT LAW
224 COMMERCIAL BLVD., SUITE 310
LAUDERDALE-BY-THE-SEA, FL 33308

J. DAVID LYNCH

OF COUNSEL

LOUIS C. ANDERSON

JAY C. ANDERSON

MAILING ADDRESS
POST OFFICE BOX 3828
FORT LAUDERDALE, FLORIDA 33310

TELEPHONE (305) 771-7400

TELEFAX (305) 491-3739

January 24, 1996

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of J. Schlmeyer, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the proposed subject corporation. If you find same to be in order, please return one certified copy to our office. Also enclosed is check #0894 in the amount of \$122.50 which represents the required filing fee.

Should you need any further information, please do not hesitate to contact me.

Very truly yours,

Janice F. Schneider
Janice F. Schneider
Legal Assistant

1/29/96
TS

0000001700430
01/29/96--01069--008
****122.50 ****122.50

**ARTICLES OF INCORPORATION
OF
J. Schlmeyer, Inc.**

9-15-73 14-9-00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is J. Schlmeyer, Inc.

ARTICLE II - DURATION

**This corporation shall exist perpetually, commencing on the date of
the filing of these Articles.**

ARTICLE III - PURPOSE

**This corporation is organized for the purpose of transacting any or
all lawful business.**

ARTICLE IV - CAPITAL STOCK

**This corporation is authorized to issue 1000 shares of \$1.00 par
value common stock.**

ARTICLE V
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2900 N.E. 14th Street, #710, Pompano Beach, Florida 33062. The name of the initial registered agent of this corporation is J. David Lynch, and the registered agent's office address is 224 Commercial Boulevard, Suite 310, Lauderdale-By-The-Sea, Florida 33308.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially, the number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Ernest Schlmeyer	2900 N.E. 14th Street, #710 Fort Lauderdale, Florida 33062

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Ernest Schlmeyer	2900 N.E. 14th Street, #710 Fort Lauderdale, Florida 33062

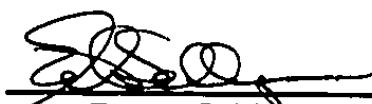
ARTICLE VIII - SUB S AND 1244 PROVISIONS

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock," and further, this corporation and each subscriber shall take whatever action is necessary to cause the corporation to file an election to become a "Sub-Chapter S" corporation, as such terms are used and defined in the Internal Revenue Code of 1954, as amended.

ARTICLE IX - AMENDMENT

The 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 subscriber has executed these Articles this 22nd day of January, 1996.



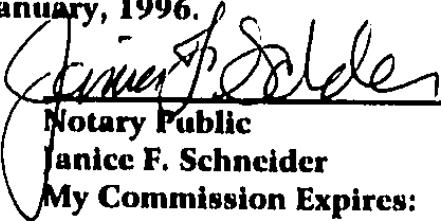
Ernest Sehlmeyer
2900 N.E. 14th Street, #710
Fort Lauderdale, Florida 33062

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared, **ERNEST SEHLMAYER**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and it was acknowledged before me that the Articles of Incorporation were executed for the uses and purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this the 22nd day of January, 1996.

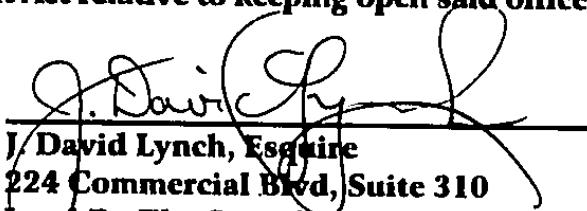




Notary Public
Janice F. Schneider
My Commission Expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida For Profit Act relative to keeping open said office.



J. David Lynch, Esquire
224 Commercial Blvd, Suite 310
Laud-By-The-Sea, Florida 33308-5828