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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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December 6, 1996

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

Re: Corporate Formation of J.C. White U.S.A., Inc., a Florida Corporation

To Whom It May Concern:

Please find the enclosed the following documents for the formation of the above referenced corporation:

1. Articles of Incorporation;
2. Certificate Designating Place of Business or Domicile for Service of Process Within the State of Florida Naming Agent Upon Whom Process May Be Served; and
3. A check for filing fees made payable to Secretary of State in the amount of \$122.50.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

BELSON & LEWIS

Steven A. Belson, P.A.

enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
J.C. WHITE U.S.A., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be J.C. WHITE U.S.A., INC., a Florida corporation ("Corporation").

ARTICLE II - DURATION

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a Corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a Corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) Shares of One Dollar (\$1.00) Par Value Common Stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation is 200 S.W. 12th Avenue, Pompano Beach, Florida 33069.

This document prepared by:
Steven A. Belson, P.A.
Belson & Lewis
The Courtyard, Suite 150
5301 North Federal Highway
Boca Raton, Florida 33497
(561) 750-7600
Florida Bar No.: 0509868

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

Steven A. Belson, Esquire
The Courtyard, Suite 150
5301 North Federal Highway
Boca Raton, Florida 33487

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Steven A. Belson, Esquire
The Courtyard, Suite 150
5301 North Federal Highway
Boca Raton, Florida 33487

ARTICLE VIII - SUB-CHAPTER S ELECTION

It is the intention of this Corporation to be treated as an Electing Small Business Corporation (Sub-Chapter S corporation), and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code, as amended, and the Regulations issued thereunder.

ARTICLE IX - BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X - BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE XI - INDEMNIFICATION

This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, alter or repeal any provision contained in

these Articles of Incorporation by majority vote of the Shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of December, 1996.


Steven A. Belson, Esquire,
Incorporator

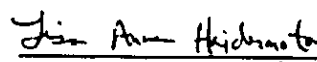
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements in the state and county aforesaid, personally appeared STEVEN A. BELSON who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 2nd day of December, 1996.



LISA ANNE HAIDERMOTA
My Commission CC5592195
Expires Jun. 04, 2000


Print Name: Lisa Anne Haidermota
Comm. Exp.: _____
Comm. No.: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following is submitted as required under Section 48.091, Florida Statutes:

That J.C. WHITE U.S.A., INC. desiring to organize under the laws of the State of Florida, with its principal place of business in Pompano Beach, Florida, has named STEVEN A. BELSON, ESQUIRE, The Courtyard, Suite 150, 5301 North Federal Highway, Boca Raton, Florida 33487 as the Corporation's registered agent to accept service of process within the State of Florida.

That, having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I hereby agree to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of my duties as registered agent.

DATED: 12-2-96


STEVEN A. BELSON, ESQUIRE
Registered Agent