

3/28/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

STATE OF FLORIDA

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JEM CONTROLLING MANAGEMENT INC.

FAX AUDIT NUMBER: H96000004495

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1996

ACE INDUSTRIES INC.

MIAMI, FL

SUBJECT: JEM CONTROLLING MANAGEMENT INC.
REF: W96000004603

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Loria Poole
Corporate Specialist

FAX Aud. #: W96000004495
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H96-04495

ARTICLES OF INCORPORATION

of JEM CONTROLLING MANAGEMENT INC.
 a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: JEM CONTROLLING MANAGEMENT INC.
 Address of the Corporation: 407 LINCOLN ROAD #12 M
MIAMI BEACH, FLORIDA 33139

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500.
 PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

420 LINCOLN ROAD MIAMI BEACH, FLORIDA 33139
 and the name of the initial registered agent at such address is RICHARD KROOP, ESQ.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature] 3/24/96
 Signature of Registered Agent Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. JAY MEISELMAN 407 LINCOLN ROAD 12M MIAMI BEACH, FLORIDA 33139

Article 7: The Name and address of the incorporator is:

JAY MEISELMAN 407 LINCOLN ROAD 12M MIAMI BEACH, FLORIDA 33139

In witness whereof I have subscribed my name

[Signature]
 Signature of Incorporator

JAY MEISELMAN

H96-04495
 ace INDUSTRIES, INC.
 54 NW 11th Street
 Miami, FL 33138
 305-358-2571