

P96000030568

PLEASE FIND enclosed my
check FOR the Filing Fees For
the enclosed Articles of Incorporation
for J-2 Communications, Inc.

Kindly Return A copy of the
Filed Articles to:

MATHEW T. KESSAC
4200 N.E. 25th AVE.
Lighthouse Point, FL 33064

Thank you

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ARTICLES OF INCORPORATION OF
J-2 COMMUNICATIONS, INC.

ARTICLE I - NAME

This name of the Corporation is J-2 COMMUNICATIONS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of conducting any lawful business permitted in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of stock with Ten Cents (\$.10) par value, which said shares shall be designated "Capital Stock".

ARTICLE V - INITIAL REGISTERED OFFICE, PRINCIPAL PLACE
OF BUSINESS AND AGENT

The street address of the initial registered office of the Corporation is 4200 N.E. 25th Avenue, Lighthouse Point, FL 33064. The principal office and mailing address of the business is 4200 N.E. 25th Avenue, Lighthouse Point, FL 33064. The name of the Initial Registered Agent is Matthew T. Kessack.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial Director. The number of directors may be increased from time to time by the By-

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TALLAHASSEE, FLORIDA

Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are:

Matthew T. Kessack
4200 N.E. 25th Avenue
Lighthouse Point, FL 33064

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:
Matthew T. Kessack, 4200 N.E. 25th Avenue, Lighthouse Point, FL 33064

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders established may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX - BY-LAWS

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

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of March, 1996.


Matthew T. Kessack

STATE OF FLORIDA

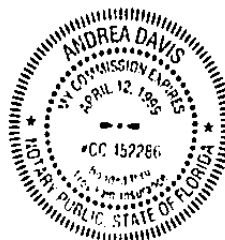
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, Matthew T. Kessack, personally known to me, to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the foregoing instrument for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal this 28 day of March, 1996.


Notary Public

MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of the Florida Statutes Section 48.091 and any Amendment thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of March, 1996.


Matthew T. Kessack

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