

P96000043201

ACCOUNT NO. : 072100000032

REFERENCE : 960523 4321942

AUTHORIZATION :

COST LIMIT : \$PREPAID

RECEIVED
DIVISION OF CORPORATION
95 MAY 21 PM 1:24

ORDER DATE : May 20, 1996

ORDER TIME : 5:58 PM

ORDER NO. : 960523

CUSTOMER NO: 4321942

200001032212
-05/21/96--01061--024
***122.50 ***122.50

CUSTOMER: Ms. Renee M. Renuart
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

NAME: JEBCO INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
95 MAY 21 AM 9:43
DIVISION OF CORPORATION
LR
5/21/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 21 PM 1:24

ARTICLES OF INCORPORATION
OF
JERCO INTERNATIONAL, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be JERCO INTERNATIONAL, INC. and the initial address of this corporation shall be 2601 South Bayshore Drive, 19th Floor, Coconut Grove, Florida 33131.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7500	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Fractional shares need not be issued on account of this provision.

ARTICLE IV

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

ARTICLE V

The initial registered office of this corporation shall be at 2601 South Bayshore Drive, 19th Floor, Coconut Grove, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Eileen Trautman.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Marvin Goldstein
7575 Trans Canada
Suite 603
St-Laurent, Quebec
H4T 1V6

Howard Fetter
7575 Trans Canada
Suite 603
St-Laurent, Quebec
H4T 1V6

ARTICLE VIII

The name and address of the Incorporator is Eileen Trautman 2601 South Bayshore Drive, 19th Floor, Coconut Grove, Florida 33131.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15th day of May, 1996.



Eileen Trautman
Incorporator

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

In compliance with the laws of Florida, the following is
submitted:

First, That JEBCO INTERNATIONAL, INC. desiring to organize under
the laws of the State of Florida, has named Eileen Trautman , at
2601 South Bayshore Drive, 19th Floor, Coconut Grove, County of Dade,
State of Florida, as its statutory Registered Agent.

Having been named as Registered Agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties, and I am familiar with and accept
the obligation of my position as registered agent.



Eileen Trautman
Registered Agent

DATED: this 15 day of May, 1996.

clientcorp.jebco

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 1:24