

796000058025
CORPORATION OUTFITS

Corporation Outfits for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEALS

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1203
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

June 25, 1996

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

600001888696
-07/10/96--01005--001
*****78.75 *****78.75

RE: JUPITER II MANAGEMENT INC.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington
Robert Worthington

RW:s1
Enclosure

FILED
96 JUL -9 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96-11-1
KE

ARTICLES OF INCORPORATION
OF

JUPITER II MANAGEMENT INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

JUPITER II MANAGEMENT INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1617 West Terrace Drive, Lakeworth, FL 33460

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Sam Gnasso
1617 West Terrace Drive
Lakeworth, FL 33460

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are:

Sam Gnasso
1617 West Terrace Drive
Lakeworth, FL 33460

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Sam Gnasso
1617 West Terrace Drive
Lakeworth, FL 33460

The undersigned has executed these Articles of Incorporation
this 18th day of June, 1996.


Sam Gnasso
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL -9 AM 8:16

FILED

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: JUPITER II MANAGEMENT INC.
2. The name and address of the registered agent and office is:

Sam Gnasso
1617 West Terrace Drive
Lakeworth, FL 33460

FILED

96 JUL -9 AM 8:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE


Sam Gnasso

TITLE: Incorporator

DATE: June 18, 1996

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Sam Gnasso

DATE June 18, 1996