

June 18, 1996

P960000061094

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

7000001304707
-07/25/96--01093--009
****122.50 ****122.50

Re: New Corporation

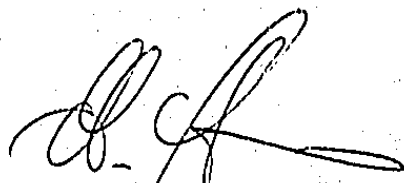
Enclosed payment for \$162.50, on behalf of JM Systems, Inc., covering the following:

1. New Corporations Filing Fees - \$75.00
2. Registered Agent Designation Fees - \$35.00
3. Certify Copy Fees - \$52.50

Please mail all correspondence to -

Bernard Huber
8410 NW 53d. Terrace Suite 112
Miami, Florida 33166

If further information required contact us at address enclosed.


Authorized Signature

Dmc
7/2/96

W96-13919

FILED
95 JUL 19 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~685,671~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 2, 1996

BERNARD HUBER
8410 NW 53RD TERRACE
SUITE 112
MIAMI, FL 33166

SUBJECT: JM SYSTEMS, INC.
Ref. Number: W96000013919

We have received your document for JM SYSTEMS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996A00032544

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF JM SYSTEMS, Inc.

The undersigned incorporators, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE 1.- NAME & ADDRESS -

The name of the Corporation shall be JM Systems, Inc. located at 8410 N.W. 53d. Terrace, Miami, Florida 33166.

ARTICLE 2.- NATURE OF BUSINESS -

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the Laws of the State of Florida, or any other State in the United States of America.

ARTICLE 3.- CAPITAL STOCK -

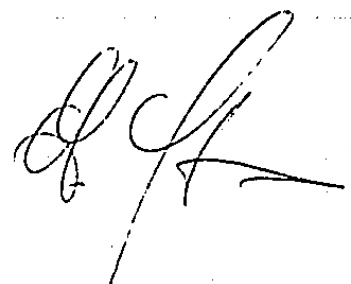
The aggregate number of shares and its par value that this Corporation is authorized to have outstanding at any time is one thousand(1000) shares at us\$300.00 a share; held in the following distribution:

*Juergen Metzger 100%
Wagenstrasse 1A
Tuttlngen 78532
Germany*

ARTICLE 4. TERM OF EXISTENCE -

This corporation shall exist perpetually, unless it is dissolved by consent of all of its stockholders in writing and by mutual accord.

Dated: June 18/1996

A handwritten signature in black ink, appearing to be 'J. Metzger', is located in the bottom right corner of the document.

ARTICLE 5.- DIRECTORS/OFFICERS -

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth of these Articles of Incorporation. The name and street addresses of the initial officers and directors, who shall hold office the first year of the corporation or until successors are elected are:

*Juergen Metzger
Director/President
8410 N.W. 53d Terrace Suite 112
Miami, Florida 33166*

*Bernard Huber
Director/Treasurer
ss#590-43-5061
8410 N.W. 53d Terrace Suite 112
Miami, Florida 33166*

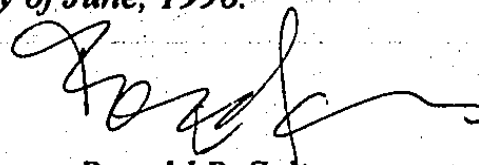
*Ronald R. Salinas
Director/Secretary
ss# 310-76-7380
8410 N.W. 53d Terrace Suite 112
Miami, Florida 33166*

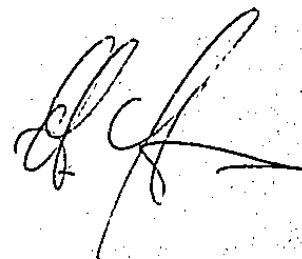
ARTICLE 6.- INCORPORATOR -

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

*Ronald R. Salinas
8410 N.W. 53d Terrace Suite 112
Miami, Florida 33166*

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 18st. Day of June, 1996.


Ronald R. Salinas



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION -
REGISTERED AGENT & REGISTERED OFFICE -**

Pursuant to the provisions of section 607.325 Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is:

JM Systems, Inc.

2. The name and address of the Registered Agent and Office is:

*Ronald R. Salinas
8410 N.W. 53d Terrace Suite 112
Miami, Florida 33166*

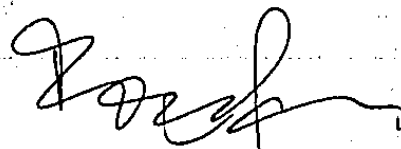


Bernard Huber

Director/Treasurer

Dated: June 18, 1996

Having named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 6074.325, Florida Statutes.



Ronald R. Salinas

Registered Agent

Dated: June 18, 1996