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July 19, 1996

Department of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32399

600001801486  
07/23/96--01040--010  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of: JRS INDUSTRIES, INC.

Dear Sirs:

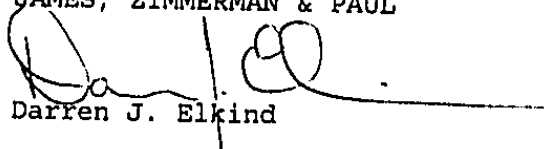
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced matter, together with our firm check in the amount of \$122.50 for filing same.

Also enclosed please find a self addressed, stamped envelope for your convenience in returning the filed Articles of Incorporation and Certificate of Incorporation to this office.

Should you have any questions or problems with the enclosed, please do not hesitate to contact me.

Very truly yours,

JAMES, ZIMMERMAN & PAUL

  
Darren J. Elkind

DJE/dim  
encs.

FILED  
96 JUL 22 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

63724/96

ARTICLES OF INCORPORATION  
OF

JRS INDUSTRIES, INC.

FILED

96 JUL 22 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes these Articles in order to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be JRS INDUSTRIES, INC.

ARTICLE II

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is 106 Sea Island Lane, Boca Raton, Florida 33413.

The directors may from time to time move the principal office to any other address in Florida.

ARTICLE III

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Jon Soars, 106 Sea Island Lane, Boca Raton, Florida 33413.

ARTICLE IV

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: The corporation may engage in any activity or business permitted under the laws of the State of Florida and of

the United States.

#### ARTICLE V

##### CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is 100 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE VI

##### TERMS OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII

##### DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The names and Post Office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
JON R. SOARES	106 Sea Island Lane Boca Raton, Florida 33413

#### ARTICLE IX

##### SUBSCRIBER

The name and Post Office address of the Subscriber of the Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
JON R. SOARES	106 Sea Island Lane Boca Raton, Florida 33413

## ARTICLE X

### OFFICERS

The officers of this corporation shall be a president, vice-president, secretary and treasurer and such other officers as the directors shall deem necessary. The names, titles, and addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida until their successors are elected or appointed are as follows:

President:	JON R. SOARES	106 Sea Island Lane Boca Raton, Florida 33413
Vice-Pres:	JON R. SOARES	106 Sea Island Lane Boca Raton, Florida 33413
Secretary:	JON R. SOARES	106 Sea Island Lane Boca Raton, Florida 33413
Treasurer:	JON R. SOARES	106 Sea Island Lane Boca Raton, Florida 33413

## ARTICLE XI

### BYLAWS

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

## ARTICLE XII

### DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The Shareholders of this corporation shall have the exclusive authority to fix compensation of directors of this corporation.

ARTICLE XIII

MEETINGS BY CONFERENCE TELEPHONE

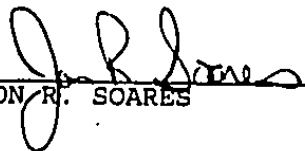
Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 18<sup>th</sup> day of July, A.D., 1996.

  
\_\_\_\_\_  
JON R. SOARES

STATE OF FLORIDA     )  
COUNTY OF LEON     )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JON R. SOARES, to me well known or who presented Florida Dr. License as identification, and who did did not take an oath, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid, this 18<sup>th</sup> day of July,

A.D., 1996.



DAWN ELIZABETH MALONE  
MY COMMISSION # CC402218 EXPIRES  
May 10, 1999  
BONDED THIRD PARTY FIDELITY INSURANCE, INC.

Dawn Elizabeth Malone  
Notary Public, State of Florida  
My Commission #:  
My Commission Expires:

Dawn Elizabeth Malone  
Printed Name of Notary

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

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act. That JRS INDUSTRIES,  
INC., desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation located at 106 Sea Island Lane, Boca Raton, Florida  
33413, has named JON R. SOARES, 106 Sea Island Lane, Boca Raton,  
Florida 33413, as its agent to accept service of process within  
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

By:

Jon R. Soares  
JON R. SOARES  
(Registered Agent)

96 JUL 22 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED