

P96000093839

EDWARDS & CARSTARPHEN

A Partnership of Professional Associations
Attorneys & Consultants

DEBORAH MORDECAI EDWARDS
M. L. CARSTARPHEN

2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134
Tel: (305) 442-2249 • Fax: (305) 442-0268

OF COUNSEL
KIRK DE LEON

1332 East Capitol Street • Washington, D.C. 20003-1533
Tel: (202) 544-4243 • Fax: (202) 547-4875

LICENSED IN THE DISTRICT OF COLUMBIA AND VIRGINIA

SENT VIA: AIRBORNE EXPRESS

November 8, 1996

Florida Secretary of State
Corporate Records Bureau
409 East Gains Street
Tallahassee, Florida 32399

FILED
NOV 12 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
200002000472--2
-11/13/96--01161-013
****122.50 ****122.50

Re: Incorporation of: JEM HOMES INTERNATIONAL, INC.

Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the following:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249. I have enclosed a return Airborne Express envelope in order to expedite return of the filed articles.

Sincerely,

Dulce Gomez
Dulce Gomez

dg
Encls.

PH
11/15/96

ARTICLES OF INCORPORATION
OF
JEM HOMES INTERNATIONAL, INC.

FILED
96 NOV 12 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

JEM HOMES INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 1985 Pembroke Road, Pembroke Pines, Florida 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may transact or engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$5.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation is DEBORAH MORDECAI EDWARDS whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

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 in these Articles of Incorporation. This corporation shall have three Directors, initially. The name and street address of the initial members of the Board of Directors are:

Swamikkan A. Nallathambi
506 Belmont Road
Butler, PA 16001

Roy R. Dan
2301 N.W. 82nd Way
Sunrise, FL 33322

Kalyanmay Ghoshhajra
516 Colquitt Drive
Pittsburgh, PA 15238

ARTICLE VIII. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed are:

Roy R. Dan
2301 N.W. 82nd Way
Sunrise, FL 33322
President/CEO

Swamikkan A. Nallathambi
506 Belmont Road
Butler, PA 16001
Vice President/Treasurer

Kalyanmay Ghoshhajra
516 Colquitt Drive
Pittsburgh, PA 15238
Vice President/Secretary

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is: DEBORAH MORDECAI EDWARDS
2906 DOUGLAS ROAD, SUITE 201
CORAL GABLES, FLORIDA 33134

IN WITNESS WHEREOF, the undersigned has hereunto set her hand
and seal on this 8th day of November, 1996.

DEBORAH MORDECAI EDWARDS

Deborah Mordecai Edwards

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

DEBORAH MORDECAI EDWARDS, having a mailing address of 2906
Douglas Road, Suite 201, Coral Gables, Florida 33134, and having
been designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505, Florida
Statutes.

DEBORAH MORDECAI EDWARDS

Deborah Mordecai Edwards

FILED
96 NOV 12 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDWARDS & CARSTARPHEN
A Partnership of Professional Associations
Attorneys & Consultants

MEMORAH MURDICAL EDWARDS
M. L. CARSTARPHEN*

OF COUNSEL
KIRK DE LEON

* NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134
Tel: (305) 442-2249 • Fax: (305) 442-0266

1735 K Street N.W., Suite 304 • Washington, D.C. 20006
Tel: (202) 508-3653 • Fax: (202) 331-3759

Sent Via: Federal Express

June 10, 1997

400002208934--2
-06/11/97--01080--005
*****35.00 *****35.00

Florida Secretary of State
Corporate Records Bureau
409 East Gains Street
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Incorporation of: JEM
HOMES INTERNATIONAL, INC.

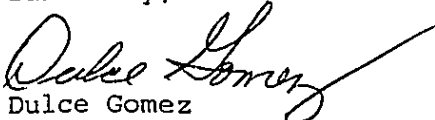
Dear Sir/Madame:

Enclosed please find an Original and one copy of the Amended and Restated Articles of Incorporation and Original and one copy of Resolution of the Board of Directors for the above referenced corporation. Also enclosed please find a check in the amount of \$35.00 representing the filing fee for the above.

Please forward to us a copy of the filed amendment and resolution in the enclosed-self-addressed envelope.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249.

Sincerely,


Dulce Gomez
Legal Assistant

Amend.

dg
Encls.

FILED
97 JUN 11 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UGW-18-97

ARTICLES OF AMENDMENT OF
JEM HOMES INTERNATIONAL, INC.

The Articles of Incorporation of JEM HOMES INTERNATIONAL, INC., a Florida corporation filed in Tallahassee on November 12, 1996, is hereby amended in the following particulars:

- 1) That Article III of the Articles of Incorporation of JEM be amended to increase the authorized capital of the corporation to 900,000 shares with no par value, divided as follows:
 - a) 400,000 Class A Voting Common Shares;
 - b) 400,000 Class B Non Voting Common Shares;
 - c) 100,000 Class A Cumulative Preferred Shares, the terms of which are to be determined by the Board of Directors of JEM at the time of issuance. Such terms may include, but are not limited to, conversion options into other classes of shares, and the issuance with or without coupons.
- 2) That Article VII of the Articles of Incorporation of JEM be amended to provide for five (5) Directors on the Board of Directors.

The foregoing amendment was adopted by the Directors of the Corporation on May 10, 1997, without Shareholder action. No Shares of the Corporation have been issued.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed this Article of Amendment, this 9th day of JUNE, 1997.

JEM HOMES INTERNATIONAL, INC.

By: _____

Roy R. Dan, President

By: _____

Kalyanmay Ghosh, Secretary

State of Florida)

County of Orange) ss:

County of Orange)

The foregoing instrument was acknowledged before me this 9th day of June, 1997, by Roy R. Dan as President of JEM HOMES INTERNATIONAL, INC., a Florida Corporation, on behalf of said corporation, who is personally known to me or who has produced _____ as identification and who did/did not take oath.

Notary Public, State of Florida
Print Name:

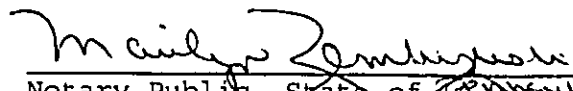
My Commission Expires _____

OFFICIAL NOTARY SEAL
MARY GIBALA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC395822
MY COMMISSION EXP. JULY 27, 1998

[Acknowledgment continues on next page]

State of Pennsylvania)
) ss:
County of Allegheny)

The foregoing instrument was acknowledged before me this 6
day of June, 1997, by Kalyanmay Ghoshhajra, as Secretary of
JEM HOMES INTERNATIONAL, INC., a Florida Corporation, on behalf of
said corporation, who is personally known to me or who has produced
_____ as identification and
who did/did not take oath.



Notary Public, State of Pennsylvania
Print Name:
My Commission Expires _____

Notarial Seal
Marilyn Zembruski, Notary Public
Harrison Twp., Allegheny County
My Commission Expires Feb. 23, 2001
Member, Pennsylvania Association of Notaries

RESOLUTION OF THE BOARD OF DIRECTORS OF JEM
HOMES INTERNATIONAL, INC., INCREASING THE
AUTHORIZED SHARE CAPITAL OF THE COMPANY

The Board of Directors of JEM HOMES INTERNATIONAL, INC., ("JEM") at a meeting duly convened and held on May 10, 1997, at which a quorum was present, approved the following Resolutions:

BE IT RESOLVED

- 1) That Article III of the Articles of Incorporation of JEM be amended to increase the authorized capital of the corporation to 900,000 shares with no par value, divided as follows:
 - a) 400,000 Class A Voting Common Shares;
 - b) 400,000 Class B Non Voting Common Shares;
 - c) 100,000 Class A Cumulative Preferred Shares, the terms of which are to be determined by the Board of Directors of JEM at the time of issuance. Such terms may include, but are not limited to, conversion options into other classes of shares, and the issuance with or without coupons.
- 2) That Article VII of the Articles of Incorporation of JEM be amended to provide for five (5) Directors on the Board of Directors.

Dated this 10th day of May, 1997.



Director Mark Vanterpool



PRESIDENT Roy R. Dan

FILED
97 JUN 11 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA