

McClaskey & Associates

ATTORNEYS AND COUNSELORS AT LAW

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****122.50 ****122.50

October 30, 1996

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, FL 32301

FILED
96 NOV 19 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation
JOHSAN GROUP

Dear Sir:

Enclosed please find an original and a copy of the above referenced corporation for JOHSAN GROUP along with a check in the amount of \$122.50 for filing fee.

Please return a certified copy of the Articles to our office in the enclosed self-addressed stamped envelope.

If you have any questions, please call our office. Thank you.

Very truly yours,

ROBERT M. MC CLASKEY, JR.

Robert M. McClaskey, Jr.
Robert M. McClaskey, Jr.
RMM:mg

Enc.

NOV 6 1996

B5B

W96-23684

505



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1996

MCCLASKEY & ASSOCIATES
1550 MADRUGA AVENUE
SUITE 120
CORAL GABLES, FL 33146-3016

SUBJECT: JOHSAN GROUP
Ref. Number: W96000023684

We have received your document for JOHSAN GROUP and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00051113

McClaskey & Associates

ATTORNEYS AND COUNSELORS AT LAW

November 14, 1996

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

Attention: Brenda Baker
Corporate Specialist

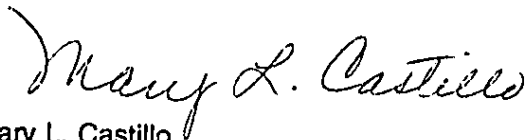
Re: JOHSAN GROUP, INC.

Dear Ms. Baker:

Enclosed please find the revised documents for JOHSAN GROUP, INC. for filing.

Thank you.

Very truly yours,



Mary L. Castillo,
Secretary to Robert M. McClaskey, Jr.
Enc.

**ARTICLES OF INCORPORATION
OF
JOHSAN GROUP, INC.**

FILED

96 NOV 19 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **JOHSAN GROUP, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 11371 S.W. 122 Street, Miami, Florida 33176.

ARTICLE V

The street address of the initial registered office of the corporation is 11371 S.W. 122 Street, Miami, Fl 33176 and the initial registered agent of the corporation at that address is John R. Roeder.

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

The names and addresses of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are:

| DIRECTOR | ADDRESS |
|------------------|--|
| JOHN R. ROEDER | 11371 S.W. 122 Street, Miami, Fl 33176 |
| SANDRA L. ROEDER | 11371 S.W. 122 Street, Miami, Fl 33176 |

ARTICLE VII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE IX

The names and addresses of the persons signing these Articles is:

John R. Roeder, 11371 S.W. 122 Street, Miami, FL 33176

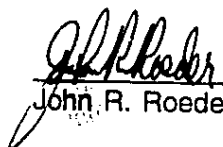
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XI

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 27th day of October 1996.



John R. Roeder, Director

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared John R. Roeder to me known to be the person who subscribed to the foregoing Articles of Incorporation of JOHSAN GROUP, INC. and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 30 day of October, 1996.

Mary L. Castillo

NOTARY PUBLIC, STATE OF FLORIDA

S E A L

My Commission Expires:

OFFICIAL NOTARY SEAL
MARY L CASTILLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC593024
MY COMMISSION EXP. JUNE 21, 1998

CERTIFICATE DESIGNATING REGISTERED AGENT

AND

REGISTERED OFFICE

FILED

96 NOV 19 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

desiring to organize under the laws of the State of Florida, hereby designates John R. Roeder as its registered agent and 11371 S.W. 122 Street, Miami, FL 33176 as its registered office.

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



John R. Roeder
11371 S.W. 122 Street
Miami, FL 33176