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ACCOUNT NO. : 07210000032

REFERENCE : 206075 9267A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1996

ORDER TIME : 2:01 PM

ORDER NO. : 206075-005

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CUSTOMER NO: 9267A

CUSTOMER: Wm. Middlethon, Jr., Esq  
WILLIAM R. MIDDELTHON, JR., ESQ

5th Floor, Coconut Grove Bank  
2701 South Bayshore Drive  
Miami, FL 33133-5387

96 DEC 31 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

JOHN W. MACKENZIE, INCORPORATED

NAME: ~~JWM, INCORPORATED~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

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*W97-84  
ICR 1-a  
1-4-97*



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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 2, 1997

CSC NETWORKS  
1201 HAYS STEET  
TALLAHASSEE, FL 32301-2607

SUBJECT: JWM, INCORPORATED  
Ref. Number: W97000000084

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for JWM, INCORPORATED and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 397A00000157

ARTICLES OF INCORPORATION  
OF  
JOHN W. MACKENZIE, INCORPORATED

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:

JOHN W. MACKENZIE, INCORPORATED

The address of the principal office of this corporation shall be 209 Victor Avenue, Toronto, Ontario, Canada M4K 1B3, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The corporation shall also conduct any lawful business; to rent, own, lease, buy, sell, trade, exchange and/or barter property of any nature or kind, whether real, personal or mixed; and to act as a trade or marketing representative for products made or produced by others.

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

John W. Mackenzie  
Dir.

209 Victor Avenue  
Toronto, Ontario Canada M4K 1B3

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 31, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, 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.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap

LRD/das

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