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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: JANTREX NORTH, INC.

AUDIT NUMBER.....H97000000885

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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TALLAHASSEE, FLORIDA

97 JAN 28 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Handwritten signature and date: 1/28/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

ACE INDUSTRIES, INC.

SUBJECT: JANTREX NORTH, INC.
REF: W97000001917

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H97000000885
Letter Number: 097A00003985

H97-00885

ARTICLES OF INCORPORATION
OF
JANTREX NORTH, INC.

FILED
97 JUN 28 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:

JANTREX NORTH, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

Prepared
by

ACE INDUSTRIES, INC.

54 NW 11th Street

Miami, FL 33136

305-358-2571

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ARTICLE III

PURPOSE AND POWER

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General law, Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus for the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

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ARTICLE V

SHARES NOT TO BE DIVIDEND INTO CLASSES

The shares of capital stock of the Corporation are not be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLES VII

VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII

PRE-EMOTIVE RIGHTS

Each shareholder shall have preemptive rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

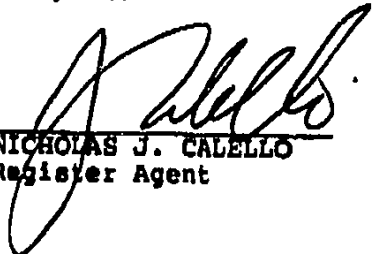
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ARTICLE IX
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 6401 E. ROGERS CIRCLE BOCA RATON, FL 33431. The street address of the initial registered office of this Corporation is 6401 E. ROGERS CIRCLE BOCA RATON, FL 33431 and the name of the initial registered Agent of this Corporation is NICHOLAS J. CALELLO.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Jantrax North, Inc.


NICHOLAS J. CALELLO
Register Agent

FILED
97 JAN 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the Bylaws. The name and address of the initial Directors of this Corporation is:

NICHOLAS J. CALELLO

17651 FOX BOROUGH LN
BOCA RATON, FL 33496

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ARTICLE XI
OFFICERS

The name and address of the Officers of the Corporation, who subject to the provisions of this certificate of incorporation and bylaws, and the general corporation laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
1. NICHOLAS J. CALELLO	PRESIDENT VICE- PRESIDENT SECRETARY TREASURER	17651 FOX BOROUGH LN BOCA RATON, FL 33496

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

1. NICHOLAS J. CALELLO	17651 FOX BOROUGH LN BOCA RATON, FL 33496
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ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XIV
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV
MEETINGS

Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

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IN WITNESS WHEREOF, the above-name incorporators have
executed these Article of Incorporation this 3RD DAY OF JANUARY,
1997

STATE OF FLORIDA)

COUNTY OF DADE) ss:

BEFORE ME, the undersigned officer, this day personally
appeared NICHOLAS J. CALELLO, to me well known to be the person
described herein who subscribed before me that they executed said
Articles of Incorporation for the uses and purposes therein
expressed.


NICHOLAS J. CALELLO
Incorporator

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