

ANDREW M. CHANSEN

ATTORNEY-AT-LAW
125 CRAWFORD BLVD.
BOCA RATON, FL 33432

Telephone: 561.368.9800
Broward: 954.426.0440

Facsimile : 561.368.5840

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January 30, 1997

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

RE: J. Clark, Inc.

Dear Sir:


Enclosed is the original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent concerning the above referenced matter.

Also enclosed is a check in the amount of \$122.50 to cover your filing fee.

Please return a certified copy of the Articles of Incorporation and Designation of Registered Agent to this office at your earliest convenience.

Thank you for your courtesies in this matter.

Cordially,


ANDREW M. CHANSEN

AMC:jm

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -6 PM 3:35

9/27/97

EFFECTIVE DATE

01/31/97

ARTICLES OF INCORPORATION

OF

J. Clark, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -6 PM 3: 35

ARTICLE I - NAME

The name of the corporation is:

J. Clark, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 773 Appletree Lane, Boca Raton, FL 33486, and the name of the initial Registered Agent of this corporation is: John Turner, 773 Appletree Lane, Boca Raton, FL 33486.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The name and address of the initial Board of Directors of this corporation is:

John Turner
773 Appletree Lane
Boca Raton, FL 33486

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

John Turner
773 Appletree Lane
Boca Raton, FL 33486

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall commence on the date of Subscription and Acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 1997.



JOHN TURNER

STATE OF FLORIDA

COUNTY OF PALM BEACH

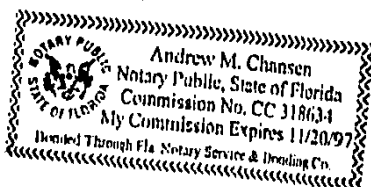
The foregoing instrument was acknowledged before me this 31st day of January, 1997, by JOHN TURNER, who is personally known to me and who did take an oath.



NOTARY PUBLIC

Notary's Printed Name _____
Serial # _____

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB -6 PM 3: 35

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That J. Clark, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Boca Raton, County of Palm Beach, State of Florida, has named John Turner, 773 Appletree Lane, Boca Raton, FL 33486, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATING AGENT)

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 provision of said Act relative to keeping open said office.

By: 

JOHN TURNER