

**J & M DESIGN
SERVICES, INC.**

20322 NE 10TH PLACE
NORTH MIAMI BEACH, FL 33179
(305) 655-2427

January 28, 1997

**Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314**

Dear Sirs/Madams:

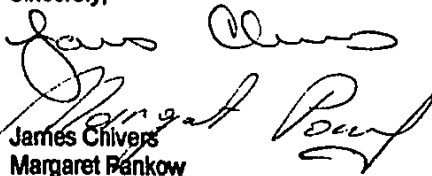
Enclosed are my Articles of Incorporation for

J & M DESIGN SERVICES, INC.

and a check for \$122.50 for filing fees.

If there are any questions, please give us a call. Thank you.

Sincerely,


James Chivers
Margaret Pankow

900002088659--5
-02/17/97--01011--011
****122.50 ****122.50

FILED
97 FEB 14 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/19/97

J & M DESIGN SERVICES, INC.

FILED
97 FEB 14 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: **J & M DESIGN SERVICES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of those Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as same now exists or may hereafter be amended

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock which be designated as "Common Shares"

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 20322 N.E. 16th Place, No. Miami Beach, Florida 33179 and the name of the initial registered agent of this corporation upon whom service of process may be had is James Chivers.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is

JAMES CHIVERS, 20322 NE 16th PLACE, NO. MIAMI BEACH, FL 33179

ARTICLE VIII-INCORPORATORS

The name and address of the Incorporator signing these Articles is

JAMES CHIVERS, 20322 NE 16th PLACE, NO. MIAMI BEACH, FL 33179

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI-OFFICERS

This corporation shall have the following officers:

PRESIDENT - JAMES CHIVERS V.P/SECT'Y - MARGARET PANKOW

and such other and/or additional officers as may be created from time to time by, and authorized by its By-Law's.

IN WITNESS THEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on January 31, 1997



JAMES CHIVERS

STATE OF FLORIDA}

COUNTY OF BROWARD }

BEFORE ME, an officer duly authorized to administer oaths and take
acknowledgments, personally appeared JAMES CHIVERS who is
personally known to me, and known to be and known by me to be the
personal who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County
above, the 31st day of January, 1997



NOTARY PUBLIC
State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, THAT J & M DESIGN SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 20322 NE 16TH PLACE, NO. MIAMI BEACH, FL 33179 as its agent to accept service of process within Florida.

DATED: January 31, 1997

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


JAMES CHIVERS
Registered Agent

.....

FILED
97 FEB 14 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA