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OF COUNSEL:  
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2900 MIDDLE STREET  
MIAMI, FLORIDA 33133

April 10, 1997  
via Federal Express

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/11/97--01063--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation - J. KARLSEN, INC.

Dear Sir or Madam:

We are enclosing duplicate originals of the Articles of Incorporation for J. KARLSEN, INC., together with our check in the amount of \$122.50 to cover the cost of filing same.

Please return a filed copy via Federal Express, a prepaid airbill and envelope is enclosed for your convenience.

If you have any questions regarding the enclosed, please do not hesitate to contact our office.

Thank you.

Sincerely,

  
CARL HANSON

CH/csb

Enclosures

uqu 4-14-97

ARTICLES OF INCORPORATION

FOR

J. KARLSEN, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation is: J. KARLSEN, INC.

ARTICLE II  
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United State and Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation shall have authority to issue 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The address of its initial registered office is: 916 North Flagler Avenue, Homestead, Florida 33030; and the name of its initial registered agent at said address is: Jeffrey S. Karlsen.

ARTICLE VI  
MAILING ADDRESS

The mailing address of the corporation is: 916 North Flagler Avenue, Homestead, Florida 33030.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors constituting its initial board of directors shall be one whose name and address is:

Jeffrey S. Karlsen

916 North Flagler Avenue  
Homestead, Florida 33030

ARTICLE VIII  
INCORPORATORS

The name and address of the person signing these Articles is:  
Jeffrey S. Karlсен.

ARTICLE IX  
PRE-EMPTIVE 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 hold, 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 X  
BY-LAWS

The power to adopt, alter, amend or repeal these Articles of Incorporation or By-Laws shall be vested in the Board of Directors and/or the Shareholders.

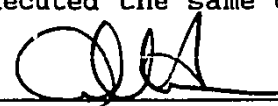
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of April, 1997.

  
\_\_\_\_\_  
JEFFREY S. KARLSEN

STATE OF FLORIDA    )  
COUNTY OF DADE    )

I HEREBY CERTIFY that on this 10 day of April, 1997, personally appeared: JEFFREY S. KARLSEN, who is personally known to me or who has produced a copy of his State Driver's License as identification and who did take an oath, as being the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same of his own free will.

My Commission Number:  
My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA  
Carl Hanson

Printed Name of Notary Public:



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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: J. KARLSEN, INC., a Florida corporation.
2. The address of the corporation is: 916 North Flagler Avenue, Homestead, Florida 33030.
3. The name and address of the registered agent and office is: Jeffrey S. Karlsen, 916 North Flagler Avenue, Homestead, Florida 33030.

Signature: \_\_\_\_\_

JEFFREY S. KARLSEN

Title: \_\_\_\_\_

President

Date: April 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

Signature: \_\_\_\_\_

JEFFREY S. KARLSEN, Registered Agent

Date: April 10, 1997