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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: JEMMS INC.

AUDIT NUMBER.....H97000006682

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1997

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: NEW JEMMS INC.
REF: W97000009558

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Becky McKnight

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ARTICLES OF INCORPORATION
OF
NEW JEMMS INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is NEW JEMMS INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 6492 COLOMERA DRIVE, BOCA RATON, FL 33433 and the name of its initial registered agent at such address is JEWEL HANDIS .
6. The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

JEWEL HANDIS, 6492 COLOMERA DRIVE, BOCA RATON, FL 33433
7. The name and address of the sole incorporator is: ROBERT ARATINGI , c/o BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 04/29/97

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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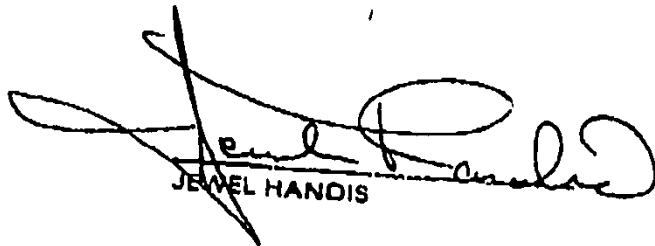
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of NEW JEMMS
INC. , the within named corporation.

Dated: 4/29/97


JEWEL HANDIS

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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