



THE UNITED STATES
CORPORATION
COMPANY

997000057267

ACCOUNT NO. : 072100000032

REFERENCE : 445503 4803460

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : June 27, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 445503-005

CUSTOMER NO: 4803460

400002226304--8

CUSTOMER: Evelyn Verdon, Legal Asst
LOWENSTEIN SANDLER KOHL FISHER
& BOYLAN
65 Livingston Avenue

Roseland, NJ 07068-1791

DOMESTIC FILING

NAME: DJSN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

84 JUN 30 1997

**ARTICLES OF INCORPORATION
OF
DJSN, INC.**

THE UNDERSIGNED, being an individual, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby act as incorporator in adopting the following Articles of Incorporation and certifies as follows:

FIRST: The name of the corporation is DJSN, Inc. and the address of the principal office of the corporation is 3400 Barrow Island Road, Jupiter, Florida, 33477.

SECOND: The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

THIRD: The corporation is authorized to issue 10,000 shares of capital stock, divided into:

- (a) 100 shares of voting Class A common stock having \$0.1 par value; and
- (b) 9,900 shares of non-voting Class B common stock having \$0.1 par value.

In all respects, the shares of Class A and Class B common stock shall be identical except that only holders of Class A common stock shall be entitled to vote on all matters presented to the stockholders. Holders of Class B common stock shall not be entitled to vote on any matters presented to the stockholders except as provided by law. Each share of Class A common stock shall entitle the holder thereof to one vote.

FOURTH: The address of the registered office of the corporation in the State of Florida is 3400 Barrow Island Road, Jupiter, Florida, 33477. The corporation's registered agent at that address is David J. S. Nicholson.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The incorporator of the corporation is Arnold Fisher, whose mailing address is 65 Livingston Avenue, c/o Lowenstein, Sandler, Kohl, Fisher & Boylan, P.A., Roseland, NJ 07068.

SIXTH: Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law whether adopted by them or otherwise.

EIGHTH: A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Law of the State of Florida as the same exists of may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH: The corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in these Articles.

TENTH: The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation. The name and mailing address of the person who is to serve as the initial director of the corporation until the first annual meeting of stockholders or until his successor is elected and qualifies in accordance with the by-laws of the corporation is:

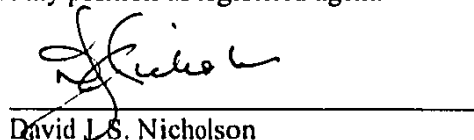
David J. S. Nicholson
3400 Barrow Island Road
Jupiter, FL 33477

ELEVENTH: The duration of the corporation shall be perpetual.

The undersigned incorporator acknowledges that the foregoing Articles of Incorporation are his act and deed on June 25, 1997.


Arnold Fisher, Incorporator

Having been appointed as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


David J. S. Nicholson

Date: June 25, 1997