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FLORIDA DIVISION OF CORPORATIONS

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NAME: JMS CAPITAL CORP.

AUDIT NUMBER.....H97000013226

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

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ARTICLES OF INCORPORATION OF

JMS CAPITAL CORP.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I: NAME

The name of the corporation ("Corporation") is JMS CAPITAL CORP.

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 630 U.S. Highway 1, Suite 305, North Palm Beach, Florida 33408.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000) shares having a par value of par (\$.01) share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Jeffrey Senger, 630 U.S. Highway 1, Suite 305, North Palm Beach, Florida 33408.

William J. Hyland, Jr.
Fla. Bar Number: 288560
Watterson, Hyland & Klett, P.A.
4100 RCA Boulevard, Suite 100
Palm Beach Gardens, Florida 33410
(561) 627-8000 telephone
(561) 627-8800 facsimile

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ARTICLE V: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is
Jeffrey Senger, 630 U.S. Highway 1, Suite 305, North Palm Beach, Florida 33408.

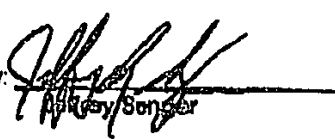
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the Initial Board of Directors of the Corporation is:
President/Director: Jeffrey Ray Senger, 630 U.S. Highway 1, Suite 305, North Palm Beach,
Florida 33408.

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the
fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation this day of August, 1997.

By: 

Jeffrey Ray Senger

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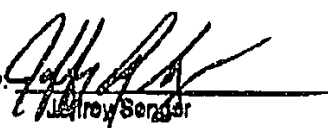
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0601, Florida Statutes, JMS Capital Corp. 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 JMS Capital Corp.
2. The name and street address of the registered agent and office is Jeffrey Senger, 630 U.S. Highway 1, Suite 305, North Palm Beach, Florida 33408.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

By: 
Jeffrey Senger

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