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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JEM, INC.

AUDIT NUMBER.....H97000015228

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22 9/15/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

September 15, 1997

EMPIRE

SUBJECT: JEM, INC.

REF: W97000021214

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NAME CONFLICT IS GEM CORPORATION FILED ON 9/3/75/

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ARTICLES OF INCORPORATION

OF

JEM HEALTH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: JEM HEALTH, INC.
The address of the principal office of this corporation shall be 1688 MERIDAN AVE, SUITE 1023, MIAMI BEACH, FLORIDA 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

THIS INSTRUMENT PREPARED BY:
Andrew M. Ives-Genet & Criscuolo, P.A.
Florida Bar NO: 964115
99 N.E. 167 Street
North Miami Beach, Florida 33162
305-653-0455

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1688 MERIDAN AVENUE, SUITE 1023, MIAMI BEACH, FLORIDA 33139, and the name of the initial registered agent of the corporation at that address is JULIUS MELLER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

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ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial member of the Board of Directors are:

JULIUS MELLER

1688 MERIDAN AVENUE
SUITE 1023
MIAMI BEACH, FL 33139

EDDA MAYOR MELLER

1688 MERIDAN AVENUE
SUITE 1023
MIAMI BEACH, FL 33139

ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
EDDA MAYOR MELLER PRESIDENT, SECRETARY & TREASURER	1688 MERIDAN AVENUE SUITE 1023 MIAMI BEACH, FL 33139
JULIUS MELLER VICE PRESIDENT	1688 MERIDAN AVENUE SUITE 1023 MIAMI BEACH, FL 33139

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ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JULIUS MELLER

1688 MERIDAN AVENUE

SUITE 1023

MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, the undersigned has hereunto set HIS hand and seal on this 12 day of SEPTEMBER, 1997.

WITNESSES:

[Signature]
PRINT NAME: Shay Levine
[Signature]
PRINT NAME: Blaine Ford

[Signature]
JULIUS MELLER

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

THE UNDERSIGNED, having been designated Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

[Signature]
JULIUS MELLER

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STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared JULIUS MELLER, who has produced FL DL M460-470-36-244-0 as identification, or personally known to me to be the person (s) who subscribed to the foregoing Articles of Incorporation, and HE did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 12 day of SEPTEMBER, 1997.

MY COMMISSION EXPIRES:



Andrew Ives (SEAL)
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

PRINT NAME: Andrew Ives

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