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July 16, 1998

Hon. Sandra Mortham  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002595791--0  
-07/22/98--01081--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The JASS Group, Inc.

Dear Ms. Mortham:

Enclosed please find Articles of Incorporation, in duplicate for the subject corporation and our check in the amount of \$122.50 which includes the registered agent fee.

I would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning a copy to me.

Very truly yours,



Jack M. Larkin

JML:ibh

Encls.

APPROVED  
AND  
FILED  
98 JUL 22 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUL 24 1998

APPROVED  
AND  
FILED

98 JUL 22 AM 8:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE JASS GROUP, INC.

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I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be: The JASS Group, Inc., and the principal office and mailing address is: P. O. Box 22492, Tampa, Florida 33622.

ARTICLE II

CAPITAL STOCK

The total number of shares of capital stock authorized to be used by the corporation shall be seven thousand (7,000) shares all of one class having a par value of One Dollar (\$1.00) per share. Each of said shares of stock shall be identical with each other in every respect and the holders of the stock shall be entitled to one vote for each share on all matters on which stockholders have the right to vote.

ARTICLE III

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of

directors shall be one and the name and address of the person who are to serve as the members thereof are as follows:

Joseph A. Spicola  
P. O. Box 22492  
Tampa, Florida 33622

#### ARTICLE IV

##### INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Joseph A. Spicola  
P. O. Box 22492  
Tampa, Florida 33622

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows: Joseph A. Spicola, 551 Lucerne Avenue, Tampa, Florida 33606.

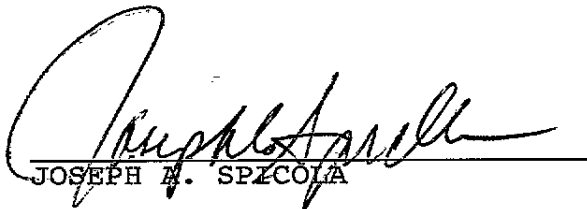
#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the

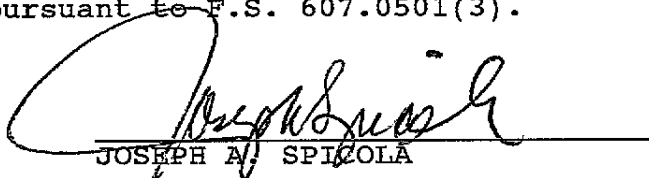
corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
JOSEPH A. SPICOLA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The JASS Group, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
JOSEPH A. SPICOLA

Date: 7/6/98

APPROVED  
AND  
FILED  
98 JUL 22 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA