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October 21, 1998

Department of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, FL. 32314

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-10/27/98--01031--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: *Formation of J.E.M. Custom Interiors, Inc.*

Dear Sir/Madam:

Please find enclosed (i) the Articles of Incorporation of J.E.M. Custom Interiors, Inc., (ii) an additional copy thereof for receipt, and (iii) a check in the amount of \$70.00 made payable to the Department of State to cover the filing fee for incorporation and designation of registered agent.

Upon completion of the filing could you please forward to me a copy of the filing along with a time-stamped copy of the additional Articles provided. Please direct all correspondence to:

Curt A. Kramer  
90 Washington Street, Apt# 10  
Norwalk, CT 06854  
(203) 866-5580

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If you should have any questions with respect to the foregoing please do not hesitate to contact me at the above telephone number.

Sincerely yours,

  
Curt A. Kramer

Enclosures

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F. CHESSER

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**ARTICLES OF INCORPORATION  
OF  
J.E.M. CUSTOM INTERIORS, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

J.E.M. CUSTOM INTERIORS, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

14329 S.W. 142nd Street  
Miami, Florida 33186

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

14329 S.W. 142nd Street  
Miami, Florida 33186

and the name of the Corporation's registered agent at such address is:

Julio R. Lezcano

FIFTH: The name and address of the sole incorporator of the Corporation is:


Julio R. Lezcano  
12004 S.W. 116 Ter.  
Miami, Florida 33186

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualified, is as follows:


Julio R. Lezcano  
14329 S.W. 142nd Street  
Miami, Florida 33186

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IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 20th day of October, 1998.

  
Julio R. Lezcano

I, Julio R. Lezcano, having been designated to act as registered agent and familiar with such obligations, hereby agree to act in such capacity.

  
Julio R. Lezcano

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