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John C. Osberger
ATTORNEY AT LAW
2951 N.W. 107th Avenue
Coral Springs, Florida 33065-3624
Telephone: (954) 753-5842
Telecopier: (954) 341-9768

December 31, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/04/99-01050--008
****122.50 *****78.75

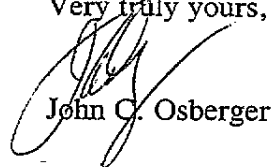
Re: JMR Group, Inc.

Dear Sir or Madam:

Enclosed herewith please find Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Please file the Articles of Incorporation and return a certified copy to the undersigned at the above address.

If you have any questions please contact the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


John C. Osberger

JCO/rh
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:40

ARTICLES OF INCORPORATION
OF
JMR GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:40

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby certifies:

FIRST: The name of the corporation shall be:

JMR GROUP, INC.

SECOND: The place in Florida where its principal office is to be located is: 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Broward County, Florida 33304.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Five Million (5,000,000) shares which shall consist of:

- (a) One Million (1,000,000) shares shall be Class "A" common shares, \$.01 par value, and shall possess all of the voting rights of the corporation as hereinafter determined; and
- (b) Four Million (4,000,000) shares shall be Class "B" common shares, \$.01 par value, and shall be non-voting.
- (c) The express terms of the shares of each class are as follows:
 - (1) No dividends shall be declared or paid on any class unless at the same time there shall be declared or paid, as the case may be, a dividend in the form of cash or property in an equal amount per share on the other class;
 - (2) In the event of a share dividend the dividend shall be payable in the same class;
 - (3) No holder of shares of the corporation shall have a preemptive right to subscribe for or to purchase any shares of any class of the corporation whether now or hereafter authorized; and
 - (4) Each class of shares shall be treated equally upon the dissolution, termination or winding up of the corporation.

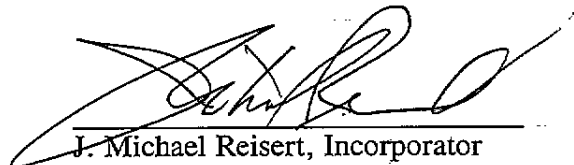
FIFTH: The amount of stated capital with which the corporation shall begin business is Five Hundred (\$500) Dollars.

SIXTH: The registered agent shall be: J. Michael Reisert, 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Broward County, Florida 33304.

SEVENTH: The incorporator is: J. Michael Reisert, 2455 East Sunrise Boulevard, Fort Lauderdale, Broward County, Florida 33304.

EIGHTH: The corporation may purchase its own shares on prorata and/or non-prorata basis when authorized to do so by its Board of Directors.

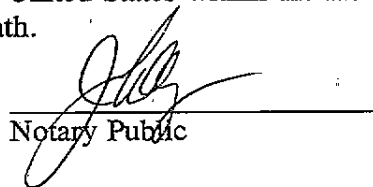
IN WITNESS WHEREOF, I have hereunto subscribed my name this 31st day of December, 1998.



J. Michael Reisert, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31st day of December, 1998, by J. MICHAEL REISERT, who is personally known to me or has produced driver's license [issued by a state of the United States within the last five (5) years] as identification, and who did not take an oath.

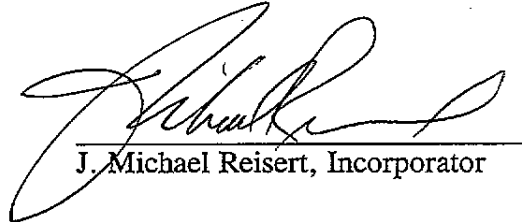
My commission expires:


Notary Public

 JOHN C OSBERGER
My Commission CC473417
Expires Jul. 09, 1999
Bonded by HAI
800-422-1555

APPOINTMENT OF STATUTORY AGENT

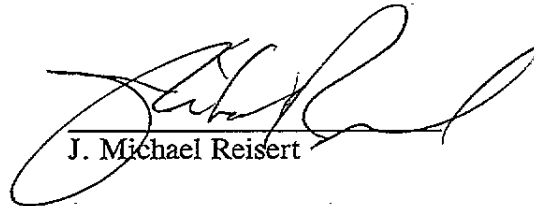
The undersigned incorporator of JMR GROUP, INC. hereby appoints J. MICHAEL REISERT, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice of demand required or permitted by statute to be served upon the corporation may be served. His complete address is: 2455 East Sunrise Boulevard, Suite 307, Fort Lauderdale, Broward County, Florida 33304.



J. Michael Reisert, Incorporator

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.



J. Michael Reisert

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