P990BROAD AND CASSEL 8892

BOCA RATON FT. LAUDERDALE - MIAMI ORLANDO TALLAHASSEE TAMPA WEST PALM BEACH

SUITE 1130 BROWARD FINANCIAL CENTRE 500 EAST BROWARD BLVD. FT. LAUDERDALE, FL. 33394 (954) 764-7060 FAX (954) 761-8135

Reply to:
LU-ANN DOMINGUEZ, ESQ.
DIRECT LINE: (954) 745-5247
DIRECT FAX: (954) 713-0967
INTERNET: ldomingu@broadandcassel.com

December 14, 1999

VIA FEDERAL EXPRESS

Secretary of State Division of Corporation 409 East Gains Street Tallahassee, Florida 32399 EFFECTIVE DATE

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Re:

Formation of Jemma, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles") and Acceptance of Appointment of Registered Agent ("Certificate") for Jemma, Inc. Also enclosed is a check made payable to the Secretary of State in the amount of \$78.75 for payment of the following:

Certificate of Incorporation Filing fee	\$ 35.00	77.17.7. 190 66
Certified copy of the Certificate of Incorporation	8.75	FILET C 15 A
Registered Agent's fee	<u>35.00</u>) 14 9: 0
Total	<u>\$_78.75</u>	10A

After the Articles and Certificate have been filed, please forward the certified copy of the Articles and Certificate to our office in the enclosed addressed stamped return envelope as soon as provided.

Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,

BROAD AND CASSEL

Lu-Ann Dominguez

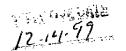
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ARTICLES OF INCORPORATION

TALLAHASSZE, FLÖRIÐA



OF

JEMMA, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

<u>ARTICLE I</u>

The name of the corporation is Jemma, Inc. (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, FL 33394.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock of \$.01 par value per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, FL 33394 and the registered agent at that address is Martin R. Press, P.A.

ARTICLE V

The name and address of the incorporator of the Corporation is Martin R. Press, 500 E. Broward Blvd., Suite 1130, Fort Lauderdale, FL 33394.

ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Martin R. Press, P.A. FL. Bar No. 164524 Broad and Cassel 500 East Broward Boulevard Suite 1130 Fort Lauderdale, Florida 33394

ARTICLE VII

The Corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE VIII

The Corporation's existence shall begin on December 14, 1999.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of December, 1999.

Martin R. Press, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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.

MARTIN R. PRESS, P.A

Martin R. Press, President

Martin R. Press, P.A. FL. Bar No. 164524 Broad and Cassel 500 East Broward Boulevard Suite 1130 Fort Lauderdale, Florida 33394