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96 AUG 12 AM 8:36

PRINCETON HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. 072100000032
DIVISION OF CORPORATION

REFERENCE : 049456 5416A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : August 9, 1996

ORDER TIME : 4:24 PM

ORDER NO. : 049456

CUSTOMER NO: 5416A

500001812805

CUSTOMER: Ms. Rita Garrett
CRAMER HABER MCDONALD &
LEVINE, P.A.
1311 North Church Avenue

Tampa, FL 33607

DOMESTIC FILING

NAME: ACME TRAVEL, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

af
8/12/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 12 AM 11:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 12 AM 11:41

ARTICLES OF INCORPORATION
OF
ACME TRAVEL, INC.

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:

ACME TRAVEL, INC.

The address of the principal office of this corporation shall be 1131 North Church Avenue, Tampa, Florida 33607 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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 9, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 12 AM 11:41

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the 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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

DGS

1201 HAYS STREET
TALLAHASSEE, FL 32309-2607
904-222-9171
TAX

800-342-8086

P96000066681

CSC networks
PRACTICE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 077100000030 01
REFERENCE : 049456
DIVISION OF CORPORATION 16A

AUTHORIZATION *Patricia Pyzdek*
COST LIMIT : \$ 87.50

ORDER DATE : August 9, 1996

ORDER TIME : 3:38 PM

ORDER NO. : 049456

CUSTOMER NO: 5416A

200001922742

CUSTOMER: Ms. Rita Garrett
Cramer Haber McDonald &
1311 North Church Avenue
Tampa, FL 33607

DOMESTIC AMENDMENT FILING

NAME: ACME TRAVEL, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

8/16
Jay
name
change
C.C.

FILED
95 AUG 15 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1996

CSC NETWORKS
DANIEL
TALLAHASSEE, FL

SUBJECT: ACME TRAVEL, INC.
Ref. Number: P96000066681

RESUBMIT

Please give original
submission date as file date.

We have received your document for ACME TRAVEL, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 296A0003893

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96 AUG 15 PM 1:51
DIVISION OF CORPORATIONS

FILED
96 AUG 15 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
ACME TRAVEL, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

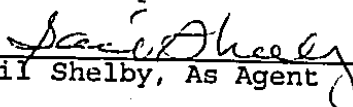
JANICE TRAVEL INTERNATIONAL, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 14th day
of August, 1996.

Corporation Service Company
It's Incorporator


Gail Shelby, As Agent

dwl

P9600006681

Cramer, Haber & McDonald, P.A.
Requestor's Name

1311 N. Church Avenue
Address

Tampa, Fla. 33607
City/State/Zip Phone #

100002158141---7
-04/29/97--01059--012
*****49.75 *****49.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 29 AM 10:44
FILED

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAY 8 1997

N/C

Examiner's Initials

AMENDMENT TO ARTICLES OF INCORPORATION

OF

JANICE TRAVEL INTERNATIONAL, INC.

FILED
97 APR 29 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHEREAS, the Articles of Incorporation of JANICE TRAVEL INTERNATIONAL, INC., formerly Acme Travel, Inc., were filed with and approved by the Secretary of State of Florida on August 12, 1996; and

WHEREAS, it is the intention of all of the Directors and Shareholders of the corporation that the Articles of Incorporation of the corporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of the corporation hereinafter set forth was approved by all of the Directors and Shareholders of the corporation pursuant to the provisions of Florida law on April 21, 1997, and

WHEREAS, the Directors and Shareholders have adopted a Resolution calling for the amendment to the Articles set forth herein.

NOW, THEREFORE, the Articles of Incorporation of Janice Travel International, Inc. are hereby amended as follows:

ARTICLE I. NAME

The name of the corporation shall be:

J.R. FINANCIAL INVESTMENTS, INC.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22nd day of April, 1997.



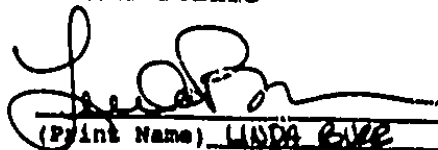
(SEAL)
RICHARD M. HABER, President/Director

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this ___ day of April, 1997, by Richard M. Haber, as President of Janico Travel International, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC



(Print Name) LINDA BURR
State of Florida at Large (Seal)
My Commission Expires:

corp\namechg.jr



LINDA BURR
COMMISSION # CC611117
EXPIRES JAN 11, 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC