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12/13/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: HENDERSON, FRANKLIN, STARNEB & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: JOHNSON-PREWITT, INC.
AUDIT NUMBER.....H96000017509
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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FAX AUDIT NO.: H96000017509

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**ARTICLES OF INCORPORATION
OF
JOHNSON-PREWITT, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be JOHNSON-PREWITT, INC. The principal business address of the corporation is 155 West Esperanza, Clewiston, Florida 33440.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

Prepared by: Theresa M. Kolish
Florida Bar No.: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H96000017509

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ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS C. PERRY, JR.	155 West Esperanza Clewiston, Florida 33440

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director are as follows:

THOMAS C. PERRY, JR.	155 West Esperanza Clewiston, Florida 33440
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ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

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ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

THOMAS C. PERRY, JR. 155 West Esperanza
Clewiston, Florida 33440

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 10th day of December, 1996.

Thomas C. Perry, Jr.
THOMAS C. PERRY, JR.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Thomas C. Perry, Jr.
THOMAS C. PERRY, JR.,
Registered Agent

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1/14/97

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TO: DIVISION OF CORPORATIONS FAX #: (904)982-4000
FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 07541000217E
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: JOHNSON-PREWITT, INC.
AUDIT NUMBER.....H97000000776
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JOHNSON-PREWITT, INC.

1. The first sentence of Article I of the Articles of Incorporation of
JOHNSON-PREWITT, INC., is amended to read as follows:

ARTICLE I. NAME AND ADDRESS.

The name of the Corporation is JOHNSON-PREWITT & ASSOCIATES,
INC.

2. The foregoing Amendment was adopted by the unanimous approval of all
Shareholders of this Corporation entitled to vote thereon on the 14th day of
January, 1997.

IN WITNESS WHEREOF, the undersigned President of this Corporation has
executed these Articles of Amendment on the 14th day of January, 1997.


Thomas C. Perry, Jr., President

Attest:


Thomas C. Perry, Jr., Secretary

Prepared by: Theresa M. Kollsh, Esquire
Florida Bar Number: 0012173
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

FAX AUDIT NO.: H97000000776 9

FILED
97 JAN 14 PM 4:40
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JOHNSON-PREWITT, INC.

155 West Esperanza
Clewiston, Florida 33440
Telephone: (941) 983-9188

December 30, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles of Amendment

Dear Sir or Madam:

Please accept for filing the Articles of Amendment for above referenced corporation changing its name to Johnson-Prewitt & Associates, Inc., which are being simultaneously filed with Articles of Amendment for Johnson-Prewitt & Associates, Inc., which corporation is changing its name to Bond Street Properties, Inc. and which has approved the same.

Thank you for your assistance in this matter.

Sincerely,


Thomas C. Perry, Jr., President

TCP:scg

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