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ACCOUNT NO. : 072100000032

REFERENCE : 452675 167686A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 452675-005

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CUSTOMER NO: 167686A

CUSTOMER: Anthony G. Woodward, Esq  
TRYBUS & WOODWARD, P.A.

701 West Bay Street

Tampa, FL 33606

DOMESTIC FILING

NAME: FIRST ~~J~~ACZ ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

REC'D  
JUL 11 11 21 AM '97  
CORPORATION

97 JUN -7 AM 12:23  
CORPORATION  
8

BM JUL 07 1997

**ARTICLES OF INCORPORATION**

**OF**

**FIRST JACZ ENTERPRISES, INC.**

FILED  
97 JUL -7 PM 2:12  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contact and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **First JACZ Enterprises, Inc.** (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3903 Napa Place, Valrico, Florida 33594 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation:

Anthony G. Woodward  
Trybus & Woodward, P.A.  
701 West Bay Street  
Tampa, Florida 33606

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Harold E. Hunt
Vice President:	Scott M. Sandler
Secretary:	Harold E. Hunt
Treasurer:	Scott M. Sandler

**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Harold E. Hunt  
3903 Napa Place  
Valrico, Florida 33594

Scott M. Sandler  
3808 S. Nine Drive  
Valrico, Florida 33594

#### **ARTICLE 7 - CORPORATION CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One Dollar (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer with any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 701 West Bay Street, Tampa, Florida 33606. The initial registered agent of this Corporation is Anthony G. Woodward.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

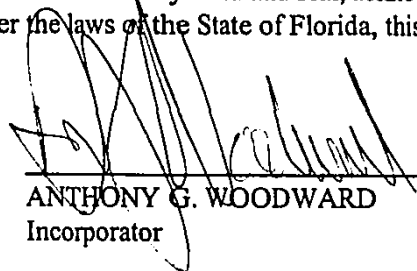
#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3 day of July, 1997.

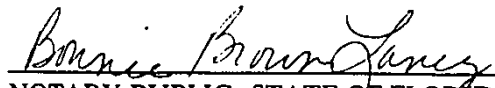
  
\_\_\_\_\_  
ANTHONY G. WOODWARD  
Incorporator

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 3 day of July, 1997, by **ANTHONY G. WOODWARD**, who is personally known to me and did not take an oath.

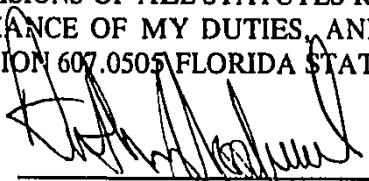


Bonnie Brown Laney  
MY COMMISSION # CC546787 EXPIRES  
April 10, 2000  
BONDED THRU TROY FAIR INSURANCE, INC

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name:

My Commission Expires:  
My Commission Number:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

  
\_\_\_\_\_  
ANTHONY G. WOODWARD,  
Registered Agent  
Date: