

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.
JORMAC HOLDINGS CORP.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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H99000005783 8

**ARTICLES OF INCORPORATION
OF
JORMAC HOLDINGS CORP.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Jormac Holdings Corp.

ARTICLE II

Initial Principal Office and Mailing Address

The corporation's initial principal office address and mailing address is 13100 56th Court, Suite 702, Clearwater, Florida 33760-4021.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is One Harbour Place, Suite 500, 777 South Harbour Island Boulevard, Tampa, Florida 33602, and the name of its initial registered agent at that address is Carlton Fields Ward Emmanuel Smith & Cutler, P.A, Attention: Paul C. Davis, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Paul C. Davis	One Harbour Place, Suite 500 777 South Harbour Island Boulevard Tampa, Florida 33602

Paul C. Davis, Esq
Carlton Fields
P.O. Box 3239, Tampa, FL 33601
Ph: (813) 223-7000 Fax : (813) 229-4133
FL Bar No.: 283691

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ARTICLE VI
Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE VII
Initial Director

The corporation initially shall have two (2) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Steven M. Jourdenais	13100 56 th Court, Suite 702 Clearwater, Florida 33760-4021
Michael R. McAllister	13100 56 th Court, Suite 702 Clearwater, Florida 33760-4021

ARTICLE VIII
Indemnification

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the corporation or serves or served any other enterprises at the request of the corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Dated this 10th day of March 1999.



Paul C. Davis, Incorporator

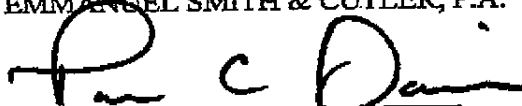
H99000005783 8

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and the undersigned accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 10th day of March 1999.

CARLTON FIELDS WARD
EMMANUEL SMITH & CUTLER, P.A.


Paul C. Davis, Authorized Agent

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