

1 P990000 74019

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jannus Bishop Group, Inc

100002961891--4

UB/17/99--U1141--006

*****78.75 *****78.75

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
 99 AUG 19 PM 12:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 AUG 19 1999

T BROWN AUG 19 1999

~~WAB 19090~~

Signature

Requested by:

Name CY Date 8/17 Time 10:13

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 18, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: JANNUS BISHOP GROUP, INC.
Ref. Number: W99000019090

We have received your document for JANNUS BISHOP GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

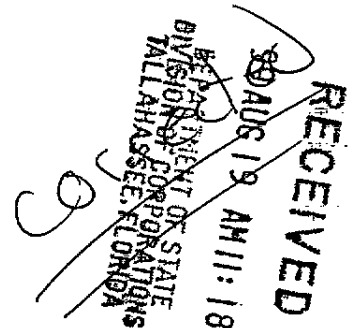
The registered agent signature must be an original signature.

Please return the original and one copy of 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 (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 299A00041520



**ARTICLES OF INCORPORATION
OF
JANNUS BISHOP GROUP, INC.**

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99 AUG 19 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be **JANNUS BISHOP GROUP, INC.**

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) all of which shall be common shares with par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Walter E. Smith
1301 - 4th Street, N.
St. Petersburg, FL 33701

ARTICLE SEVEN

The street address of the principal office of the corporation is:

3637 - 4th Street, North, Suite 230
St. Petersburg, FL 33704

ARTICLE EIGHT

The name and address of the first Board of Directors are:

John A. Bodziak, Jr.
3637 - 4th Street, North, Suite 230
St. Petersburg, FL 33704

J. Ronald Kelley
3637 - 4th Street, North, Suite 230
St. Petersburg, FL 33704

ARTICLE NINE

The name and address of the incorporator of this corporation is:

J. Ronald Kelley
3637 - 4th Street, North, Suite 230
St. Petersburg, FL 33704


ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have set my hand and seal, and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th day of August, 1999.



J. RONALD KELLEY

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared J. RONALD KELLEY to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 17th day of August, 1999.

Debbie C Darbois

NOTARY PUBLIC



My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is:

JANNUS BISHOP GROUP, INC.

- 2. The name and street address of the registered agent and office is:

Walter E. Smith
1301 - 4th Street, N.
St. Petersburg, FL 33701

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99 AUG 19 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Walter E. Smith

WALTER E. SMITH