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November 4, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation - Jofost Co.

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-11/07/97--01064--012
****122.50 ****122.50


Gentlemen:

In reference to the above corporation, I enclose the following:

1. The original and one copy of the Articles of Incorporation of Jofost Co.
2. Our check payable to the Secretary of State in the sum of \$122.50 covering the following:
 - (a) \$35.00 - Filing Articles of Incorporation
 - (b) \$52.50 - Certified copy of the Articles
 - (c) \$35.00 - Designation of Resident Agent.

I would appreciate your returning to me a certified copy of the Articles of Incorporation as soon as possible.

Yours truly,



Walter F. Rogers, Jr.

WFRJr:st
Enclosures

FILED
97 NOV -7 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N11-12-97

ARTICLES OF INCORPORATION

OF

JOFOST CO.

FILED
97 NOV - 7 AM 11: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, pursuant to the "Florida Business Corporation Act", adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: JOFOST CO.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of this corporation shall be: 4545 Ortega Boulevard, Jacksonville, Florida 32210.

ARTICLE III - CAPITAL STOCK

The number of shares that the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock par value \$1.00 per share.

ARTICLE IV - CUMULATIVE VOTING

At all times, each holder of common stock of the corporation shall be entitled to one (1) vote for each share of such stock standing in his name on the books of the corporation. At all elections of directors of the corporation, each holder of common stock shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors upon whose

election he is then entitled to vote, and he may cast all of such votes for a single candidate or he may distribute them among some or all of the candidates.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. If this preemptive right is not exercised within thirty (30) days of receipt of a notice in writing from the corporation by purchase for cash, this right shall be deemed waived.

ARTICLE VI - REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office and the initial registered agent of the corporation at such office is as follows:

Walter F. Rogers, Jr.
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Walter F. Rogers, Jr.
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director are as follows:

John H. Rogers
4545 Ortega Boulevard
Jacksonville, Florida 32210

ARTICLE IX - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE X - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE XI - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the full extent possible under Florida law or as may be more fully set forth in the Bylaws.

ARTICLE XII - AMENDMENT

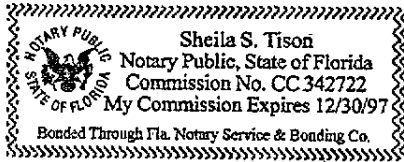
The shareholders, by majority vote, have the right to adopt amendments to these Articles of Incorporation, without an act of the directors, at a meeting for which notice of the change is given.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 4th day of November, 1997.

Walter F. Rogers, Jr.
Walter F. Rogers, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of November, 1997, by Walter F. Rogers, Jr., who is personally known to me and who did take an oath.



Sheila S. Tison
Notary Public (Print name)

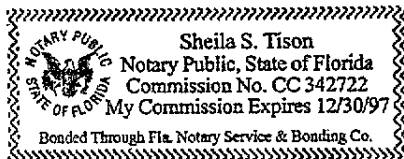
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY RESIDENT AGENT

I, Walter F. Rogers, Jr., certify that I am familiar with and accept the duties and responsibilities as registered agent for JOFOST CO., the corporation organized by the foregoing Articles of Incorporation.

Walter F. Rogers, Jr.
Walter F. Rogers, Jr.
Registered Agent

Sworn to and subscribed before me this 4th day of November, 1997, by Walter F. Rogers, Jr., who is personally known to me and who did take an oath.



Sheila S. Tison
Notary Public (Print Name)

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