



THE UNITED STATES
CORPORATION
COMPANY

F99000006278

ACCOUNT NO. : 072100000032

REFERENCE : 498209 4352702

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 78.75

ORDER DATE : November 30, 1999

ORDER TIME : 11:57 AM

700003061637--2

ORDER NO. : 498209-030

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

FOREIGN FILINGS

NAME: JPS PARTNERS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

99 DEC -6 PM 4: 07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC -6 PM 1: 01

RECEIVED

BK
12/5/99

**APPLICATION BY JPS PARTNERS INC.,
A DELAWARE CORPORATION,
FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register JPS Partners Inc., a Delaware corporation, to transact business in the State of Florida:

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1. Name. The name of the Corporation is:

JPS Partners Inc.

2. State of Incorporation. The state under the law of which the Corporation is incorporated is:

Delaware

3. Date of Incorporation. The date of incorporation of the Corporation is:

November 13, 1999

4. Duration. The existence of the Corporation shall be perpetual.

5. Federal Employer Identification Number. The federal employer identification number for the Corporation is:

52-2190163

6. Date First Transacted Business in Florida.

Upon the filing date of this application by the Florida Department of State.

7. Mailing Address. The mailing address of the Corporation is:

7436 Myrica Drive
Sarasota, Florida 34241

8. Nature of Business. The nature of business and purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws and the Florida Business Corporation Act.

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9. Officers. The names and addresses of the officers of the Corporation are:

President/Chief Executive Officer

B. Stephen May
7436 Myrica Drive
Sarasota, Florida 34241

Chief Operating Officer

James Shirmer
7436 Myrica Drive
Sarasota, Florida 34241

Treasurer/Chief Financial Officer

L. Peter Slater
7436 Myrica Drive
Sarasota, Florida 34241

10. Board of Directors. The directors of the Corporation, and their addresses, are as follows:

B. Stephen May
7436 Myrica Drive
Sarasota, Florida 34241

L. Peter Slater
7436 Myrica Drive
Sarasota, Florida 34241

James Shirmer
7436 Myrica Drive
Sarasota, Florida 34241

11. Florida Registered Agent and Office. The name of the registered agent and the address of the registered office of the Corporation is

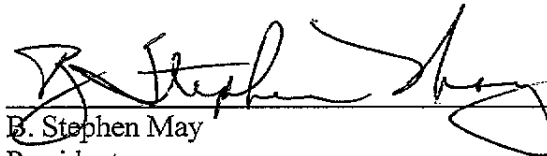
John L. Moore, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

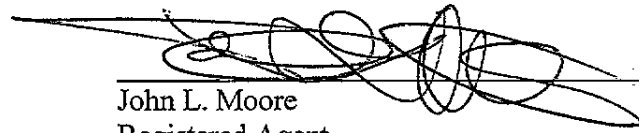
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

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12. Certificate of Existence. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

Dated this 2nd day of December, 1999.


B. Stephen May
President


John L. Moore
Registered Agent

LAF-376689

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JPS PARTNERS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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11-30-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: