



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 526326 7133468

AUTHORIZATION :

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ORDER DATE : December 22, 1999

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ORDER NO. : 526326-005

CUSTOMER NO: 7133468

CUSTOMER: Ms. Jacquie Bickford
KANE AND KOLTUN
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557 N. Wymore Road
Maitland, FL 32751

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DOMESTIC FILING

NAME: THE JAM FOUNDATION, 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: Christine Lillich

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE JAM FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **THE JAM FOUNDATION, INC.** (referred to hereafter as the "Corporation").

ARTICLE II - TERM OF EXISTENCE

The Corporation shall have perpetual existence. Said existence shall commence upon filing of these Articles of Incorporation and shall continue thereafter upon the terms set forth herein.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 1623 Bridgewater Drive, Heathrow, Florida, 32746, and the mailing address of the Corporation is the same.

ARTICLE IV - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code").

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article IV.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office. In addition, no part of the activities of

the Corporation shall consist of attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or (c) under the provisions of Florida Statute Section 617, commonly known as the "Florida Not For Profit Corporation Act".

4. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (referred to hereafter as the "Code"). In addition, the following shall apply:

(A) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(B) The Corporation will distribute its net realized income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(D) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V - ELECTION AND INDEMNIFICATION OF DIRECTORS

The Corporation shall be organized in a non-stock basis and shall have no members. The authority for all affairs of the Corporations shall be vested in the Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation, as from time to time in effect. The initial Directors of the Corporation and their addresses are as follows:

JoeAnn McClandon
1623 Bridgewater Drive
Heathrow, FL 32746

Carol A. J. Buford
1690 Bridgewater Drive
Heathrow, FL 32746

Robert Lee Johnson
640 Cricklewood Terrace
Heathrow, FL 32746

The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The Corporation may indemnify any officer or director of the Corporation, or any former officer or director of the Corporation, to the full extent permitted by law.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1623 Bridgewater Drive, Heathrow, Florida 32746, and the name of the registered agent of this Corporation at that address is JoeAnn McClandon. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VIII - AMENDMENT TO ARTICLES OF INCORPORATION

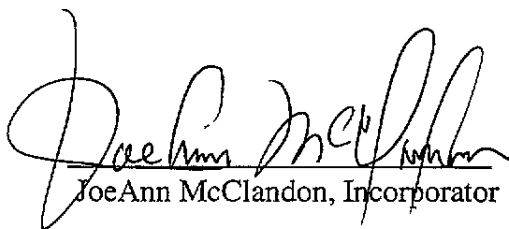
These Articles of Incorporation may be amended, repealed or altered, in whole or in part, as follows: i) by a resolution setting forth the proposed amendment adopted by a majority vote of the Board of Directors; and ii) by at least two-thirds ($\frac{2}{3}$) vote of the Directors who are entitled to vote at any Monthly Meeting or Special Meeting (as defined in the Corporation's By-Laws) of the Board of Directors.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the termination, dissolution or winding up of this Corporation and after the payment (or provision for the payment) of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed by the Board of Directors to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of

the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth in Section 501(c)(3) of the Code. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned officer, who was so authorized by the Board of Directors, hereby executes these Amended and Restated Articles of Incorporation at Orlando, Florida, this 21st day of DECEMBER, 1999.


JoeAnn McClandon, Incorporator

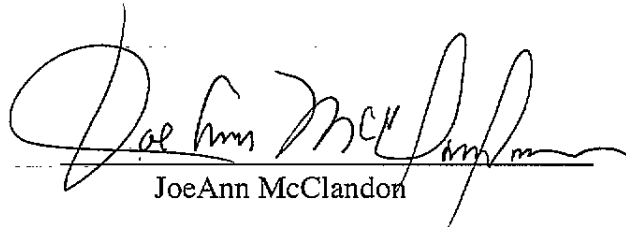
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ACCEPTANCE BY REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.



JoeAnn McClandon

Date: DECEMBER 21, 1999