

P00000008588

January 18, 2000

Department of State
PO Box 6327
Tallahassee FL 32314

EFFECTIVE DATE

01-18-00

100003102831--8

-01/19/00--01068--014

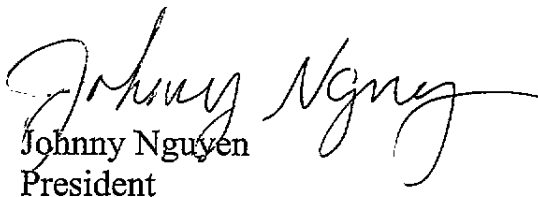
****131.25 *****87.50

RE: J & T of Panama City Inc.

Dear Sir:

Enclosed with this letter are our Articles of Incorporation for J & T of Panama City Inc. I would like the corporation to be effective as of January 18, 2000. Enclosed you will find a check for \$131.25 to cover the filing fees, certified copy and certificate.

Sincerely,


Johnny Nguyen
President

FILED
00 JAN 19 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson JAN 26 2000

EFFECTIVE DATE
01-18-00

FILED
00 JAN 19 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is J & T of Panama City Inc.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 100 shares of common stock having a par value of \$1.00 per share.
5. The address of its initial registered office is:

815 Sanders Lane Lot I
Panama City, Fl., 32401

The Registered Agent is Johnny Nguyen

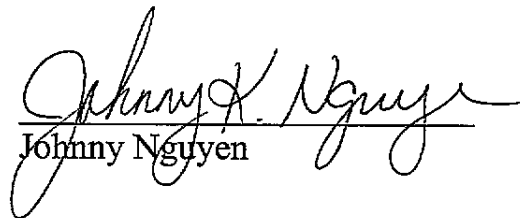
6. The number of directors may be from time to time fixed by the shareholders. The number of directors constituting its initial Board of Directors is two, whose names and addresses are as follows:

Johnny Nguyen
815 Sanders Lane Lot I
Panama City Fl., 32401

Tommy Nguyen
815 Sanders Lane Lot I
Panama City Fl., 32401

7. The Corporation's principal office along with the Incorporator is as follows:

Johnny Nguyen
815 Sanders Lane Lot I
Panama City, Fl., 32401
8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the corporation.
13. This corporation shall commence its existence on this, the 18th day of January 2000, as agreed upon by all shareholders.


Johnny Nguyen

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Johnny Nguyen, personally appeared, well known to me to be the person described herein and who executed the foregoing instrument and acknowledged to and before me that he executed the same. Witness my hand and official seal this 18th day of January 2000.

Debbie L. Jeffreys
Notary Public



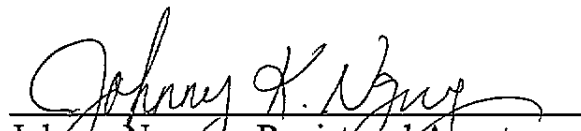
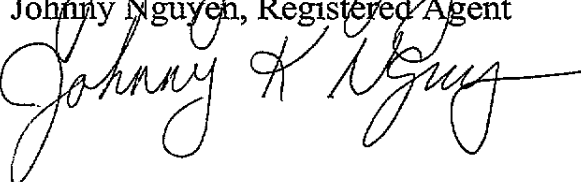
CERTIFIED DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

First – J & T of Panama City Inc., desiring to organize under the laws of the
State of Florida with it's principal office as indicated in the Articles of
Incorporation, at City of Panama City, County of Bay, State of Florida, has
named Johnny Nguyen, 815 Sanders Lane Lot I, Panama City, Florida,
32401 as its registered agent to accept services of process with this State.

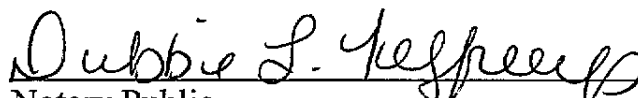
ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said office.


Johnny Nguyen, Registered Agent


STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Johnny Nguyen, personally appeared,
well known to me to be the person described herein and who executed the
foregoing instrument and acknowledged to and before me that he executed
the same. Witness my hand and official seal this 18th day of January 2000.


Notary Public

