

CAPITAL CONNECTION, INC.

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

PO00000024908

Just Norton's, Inc

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*****70.00 *****70.00

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<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
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<input type="checkbox"/>	Certificate of Status
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<input type="checkbox"/>	UCC 1 or 3 File
<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

FILED
00 MAR 10 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 10 AM 10:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: LS 3/10/00 10:18
Name Date Time

Walk-In Will Pick Up

T. SMITH MAR 10 2000

**ARTICLES OF INCORPORATION
OF
JUST NORTONS', INC.**

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 **JUST NORTONS', 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

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

8449-A Boca Ciega Drive
St. Petersburg Beach, FL 33706

ARTICLE EIGHT

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

Michael G. Norton
8449-A Boca Ciega Drive
St. Petersburg Beach, FL 33706

ARTICLE NINE

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

Walter E. Smith
1301- 4th Street, N.
St. Petersburg, FL 33706

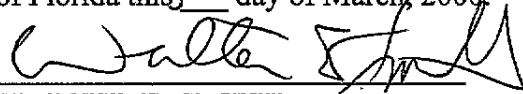
ARTICLE TEN

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, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1st day of March, 2000.


WALTER E. SMITH

STATE OF FLORIDA)
COUNTY OF PINELLAS)

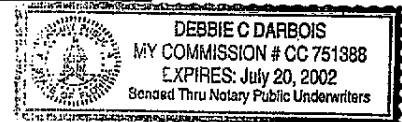
Before me, the undersigned authority, personally appeared WALTER E. SMITH to me known to be the individual described in and who executed the foregoing Articles of Incorporation

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 5th day of March, 2000.


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:

JUST NORTONS', 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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MAR 10 PM 12:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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