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| P.O. Box 5828 Tallahassee, FL 32314 (800) 342-8086 | Account No.: 072100000032 |
| (Requestr's Name) | fatticia 14100 |
| 1201 Hays Street | Authorization: |
| (Address) Tallahasse'e, FL 32301 222-917 | 1 Cost Limit : \$ 38.15 |
| (City, State, Zip) (Phone #) | |
| csc contact: Kim Clemo | office use only |
| CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): | |
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SECRETARY OF STATEONS DIVISION OF CORPORATIONS 00 APR 28 PM 2: 22

FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 28, 2000

CSC NETWORKS

SUBJECT: JPS PARTNERS INC. Ref. Number: W00000011252

RESUBM.

Piease give original date.

Submission date as file date.

We have received your document for JPS PARTNERS INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct #5 of the Certificate of Domestication to the State of Delaware.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pameia Hall Document Specialist

Letter Number: 700A00023402

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ON SECRETARY OF CORPORATIONS
ON APR 28 PM 2: 22

CERTIFICATE OF DOMESTICATION OF JPS PARTNERS INC.

THE UNDERSIGNED, B. Stephen May, President of JPS Partners Inc., a Delaware corporation, (the "Corporation") in accordance with Florida Statutes, section 607.1801 does hereby certify the following:

- 1. The date on which the Corporation was first formed is September 9, 1999.
- 2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the State of Delaware.
- 3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was JPS Partners Inc.
- 4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to sections 607.0202 and 607.0401, Florida Statutes, with this certificate is JPS Partners Inc.
- The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of The jurisdiction in which the Corporation was incorporated immediately prior to the filing of the Certificate of Domestication was the State of Delaware.

I am President of JPS Partners Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the day of April 2000.

B. Stephen May

President

LAF-390438

ARTICLES OF INCORPORATION

SECRETARY OF STATE OF STATE OF CORPORATIONS OF CORPORATIONS

OF

JPS PARTNERS INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. <u>Name.</u> The name of the Corporation is:

JPS Partners Inc.

2. <u>Principal Office and Mailing Address.</u> The address of the principal office and the mailing address of the Corporation is:

7436 Myrica Drive Sarasota, Florida 34241

- 3. <u>Authorized Shares.</u> The Corporation is authorized to issue 1,000,000 shares of common stock having a \$0.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.
- 4. <u>Bylaws</u>. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.
- 5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore 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, and accepts, the obligations of that position.

6. <u>Incorporator</u>. The name and address of the incorporator of the Corporation is:

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

7. <u>Effective Date.</u> The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 24 day of April 2000.

John L. Moore

Incorporator and Registered Agent

LAF-390448

SECRETARY OF STATE DIVISION OF CORPORATIONS