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Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-06/14/00--01034--020
****131.25 *****87.50

June 22, 2000

Re: **J & D Trust, Inc.** (Revised from J & D Properties, Inc.--Letter #700A00034917)

Enclosed please find an original and two copies of the Articles of Incorporation and a check for \$131.25 filing fee (sent previously), Certified Copy and Certificate.

From: James P. Langford
6171 Sabal Point Circle
Daytona Beach, FL 32124
Daytime phone 904-775-1866

FILED
00 JUN 28 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 20, 2000

JAMES P. LANGFORD
6171 SABAL POINT CIRCLE
DAYTONA, FL 32124

SUBJECT: J & D PROPERTIES, INC.
Ref. Number: W00000015601

We have received your document for J & D PROPERTIES, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Angela Revell
Document Specialist

Letter Number: 700A00034917

**ARTICLES OF INCORPORATION
OF
J & D Trust, Inc.**

FILED
00 JUN 28 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

♦ **ARTICLE I NAME**

The name of the Corporation shall be J & D Trust, Inc.

♦ **ARTICLE II NATURE OF BUSINESS**

This Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

♦ **ARTICLE III POWERS**

This Corporation shall have the powers as enumerated in the Florida General Corporation Act, as well as the power to act as Trustee. This Corporation reserves the right to execute and practice full trustee powers. This power is to include holding legal title to real property and/or personalty "in trust" for the benefit of other person(s) or trustee(s). This Corporation further reserves the right to carry out specific duties with regard to the property and/or personalty as directed by the beneficiary(s) of the real property and/or personalty. The Corporation also reserves the right to fully carry out any power given to it affecting the disposition of the real property and/or personalty for another person's or entity's benefit.

No current and/or former officer, director, agent or stockholder shall be held personally liable when acting in an official capacity on company business. The Corporation shall indemnify any current and/or former officer, director, agent or stockholder to the full extent permitted by law.

♦ **ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$00.001 per share.

♦ **ARTICLE V ADDRESS**

The street address of the initial registered office of the Corporation shall be :
6171 Sabal Point Circle, Daytona Beach, FL 32124
and the name of the initial registered Agent for the Corporation at that address is:
James P. Langford

♦ **ARTICLE VI SPECIAL PROVISIONS**

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary, shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

♦ **ARTICLE VII TERM OF EXISTENCE**

This Corporation shall exist perpetually.

♦ **ARTICLE VIII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

♦ **ARTICLE IX SELF DEALING**

No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in a contractor transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any transaction with the Corporation without regard to the fact that he is also a director of such Corporation.

This Corporation shall have a minimum of one director. The initial Board of Directors shall consist of:
James P. Langford-----Director

◆ **ARTICLE X INCORPORATOR**

The name and address of the Incorporator is:

James P. Langford
6171 Sabal Point Circle
Daytona Beach, FL 32124

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal this 23 day of June, 2000.

Incorporator:


James P. Langford

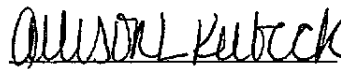
<<<<STATE OF FLORIDA>>>> <<<<COUNTY OF VOLUSIA>>>>

The foregoing instrument was executed and acknowledged before me
this 23rd day of June, 2000, by James P. Langford.

(SEAL)



Allison L. Kubeck
MY COMMISSION # CC923011 EXPIRES
June 20, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

 Notary Public
State of Florida
My Commission Expires:
6/20/04

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

FILED
00 JUN 28 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida,

J & D Trust, Inc.

A corporation under the laws of the State of Florida, with its principal office located at
6171 Sabal Point Circle, Daytona Beach, FL 32124, has named

James P. Langford
6171 Sabal Point Circle
Daytona Beach, FL 32124

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during
prescribed hours; to post my name (and any other officers of said Corporation authorized to
accept service of process at the above designated address) in some conspicuous place in the
office as required by law.

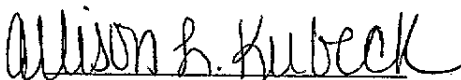
Registered Agent:


James P. Langford

<<<<STATE OF FLORIDA>>>> <<<<COUNTY OF VOLUSIA>>>>

BEFORE ME, the undersigned authority, this day personally appeared James P. Langford, who,
after being duly sworn, deposes and says that the facts and matters contained above are true and
correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 23rd of June, 2000





Allison L. Kubeck
MY COMMISSION # CC923011 EXPIRES
June 20, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public State of Florida
My Commission Expires:

6/20/04