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ACCOUNT NO. : 072100000032

REFERENCE : 752394 7208815

AUTHORIZATION *Patricia Pujato*

COST LIMIT : \$ 78.75

ORDER DATE : July 3, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 752394-005

400003311234--9

CUSTOMER NO: 7208815

CUSTOMER: Mark T. Tate, Esq
Mark T. Tate, P.a.

Suite 1400
501 E. Kennedy Blvd.
Tampa, FL 33602

DOMESTIC FILING

NAME: JACK WILLIE'S, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

of 7/12/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 1:03

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL -3 AM 11:26

RECEIVED

ARTICLES OF INCORPORATION

OF

JACK WILLIE'S, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -3 PM 1:03

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Jack Willie's, Inc.

The principal office and mailing address of this corporation shall be 1011 St. Petersburg Drive, Oldsmar, FL 34677, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida and shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any and all lawful business for which corporations are formed under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To own, conduct and otherwise operate businesses within the State of Florida, and such other location(s) as the corporation shall lawfully be permitted to do so.

(b) To sue and be sued, complain, and defend in its corporate name.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and to secure any of its obligations by mortgage or pledge of any of its property and income, and make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of this corporation.

(k) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(l) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agent of its subsidiaries.

(m) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or the heirs of such shareholder.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 10,000 shares of common capital stock having a par value of \$1.00 per share of which (i) 5,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote per share with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 5,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 E. Kennedy Boulevard, Suite 1400, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is Mark T. Tate. The corporation may change its registered office or its registered agent or

both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall consist of two (2) members and the names and addresses of such persons who are to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
William J. Conners, III	1011 St. Petersburg Drive Oldsmar, FL 34677
Vincent S. Amodie	1011 St. Petersburg Drive Oldsmar, FL 34677

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE IX

Incorporator

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

<u>Name</u>	<u>Address</u>
Mark T. Tate	501 East Kennedy Boulevard Suite 1400 Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned, has executed these Articles for the uses and purposes therein stated.

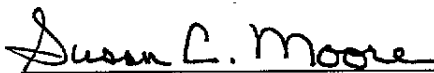


Mark T. Tate, Incorporator

STATE OF FLORIDA


COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of June, 2000, by **MARK T. TATE**, as Incorporator, who is personally known to me or who has produced N/A _____ as identification and who did not take an oath.


Susan C. Moore
Print Name

Notary Public

My Commission Expires:

 Susan C. Moore
Commission # CC 925890
Expires April 13, 2004
Bonded Thru
Serial Number, Hany

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature: _____

Mark T. Tate

Mark T. Tate

Registered Agent

Date: _____

June 30, 2000

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of June, 2000, by **MARK T. TATE**, as Registered Agent, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Susan C. Moore

Susan C. Moore

Print Name

Notary Public

My Commission Expires:

Susan C. Moore

Commission # CC 925890

Expires April 13, 2004

Bonded Through

Atlantic Bonding Co., Inc.



FILED
SECRETARY OF STATE
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