

PO0000074694



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 784748 7194943

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 2, 2000

ORDER TIME : 12:06 PM

ORDER NO. : 784748-005

CUSTOMER NO: 7194943

CUSTOMER: Richard T. Morehead, Esq
Richard T. Morehead, P.a.

444 Third Street

Neptune Beach, FL 32266

DOMESTIC FILING

NAME: ~~J & T, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

2544
W000=19204

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 2:23

8/7/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -2 PM 1:39

RECEIVED



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG -2 PM 2: 23

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: J & T, INC.
Ref. Number: W00000019204

ESUBMIT

Please give original
filing date.

We have received your document for J & T, INC.. However, the document has not been filed and is being returned for the following:

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.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00041987

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

00 AUG -7 AM 11: 27

RECEIVED

ARTICLES OF INCORPORATION

OF

JAFFI'S, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG -2 PM 2:23

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Jaffi's, INC.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in the business of Retail Sales and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 Lemon Street, Neptune Beach, Florida 32266 and the name of the initial registered agent of this corporation at that address is JILL M. SAIG.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Taffi Ann Perkins
4346 Chelsea Harbor Dr. West
Jacksonville, Florida 32224

Jill M. Saig
1911 Beach Avenue
Atlantic Beach, Florida 32233

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the subscriber is:

Jill M. Saig
1911 Beach Avenue
Atlantic Beach, Florida 32233

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholder. The initial By-Laws of this corporation shall be adopted by the director.

ARTICLE IX

INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

Taffi Ann Perkins	50 SHARES
Jill M. Saig	50 SHARES

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and addresses of the officers of this corporation who shall hold office for the first year of the corporation, until successors are elected or appointed and have qualified are as follows:

Taffi Ann Perkins, President
4346 Chelsea Harbor Dr. West
Jacksonville, Florida 32224

Jill M. Saig, Sec./Tres.
1911 Beach Avenue
Atlantic Beach, Florida 32233

ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 200 Lemon Street, Neptune Beach, Florida 32266.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by one director. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of August, 2000.



JILL M. SAIG

STATE OF FLORIDA

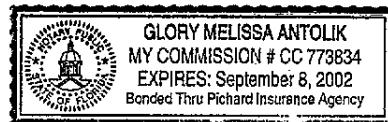
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **JILL M. SAIG**, known to me and who presented Florida State Drivers Licenses for identification and known to me to be the persons who executed the foregoing Articles of Incorporation and HE acknowledged before me that they executed same for the purposes therein described.

WITNESS my hand and official seal this 4th day of August, 2000, at Neptune Beach, Duval County, Florida.

Glory Melissa Antolik

NOTARY PUBLIC
STATE OF FLORIDA
My Commission expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT


WITNESSETH

That Jaffi's, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in Neptune Beach, Florida, has named JILL M. SAIG, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of Jaffi's, INC. to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 4th day of August, 2000.



JILL M. SAIG
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 2:23