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SPOHRER WILNER MAXWELL & MATTHEWS, P.A.
Attorneys and Counselors at Law

Robert F. Spohrer¹
Erwood S. Wilner
Gregory H. Maxwell
Glyd L. Matthews, Jr.
Stephanie J. Hartley
Kenneth C. Steel, III
Steven R. Browning
Sean B. Cronin
Barry E. Newman

444 East Duval Street
Jacksonville, Florida 32202
904-354-8310
Facsimile 904-354-0756
E-Mail: rfsphrer@swmmlaw.com

¹ Board Certified Civil Trial
*Lawyer and Board Certified
*Aviation Law Attorney.
Also admitted in DC

September 21, 2000

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: *Luwachet, Inc.*

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for JSW, Inc. Also, enclosed is our firm check in the amount of \$78.75 payable to the Department of State, to cover your fees for filing and certification.

If you have any questions or require further information, please do not hesitate to contact me. Your assistance is greatly appreciated.

Yours very truly,


Robert F. Spohrer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Enclosures

F. CHESSER OCT 9 2000

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ARTICLES OF INCORPORATION
OF
PIWACKET, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is Piwacket, Inc. The principal office and mailing address of this corporation is c/o Spohrer, Wilner, Maxwell & Matthews, P.A., 444 East Duval Street, Jacksonville, Florida 32202.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 444 East Duval Street, Jacksonville, Florida, 32202, and the name of the initial registered agent of the corporation at that address is Robert F. Spohrer.

ARTICLE VI

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time, but shall never be fewer than one nor more than five. The name and street address of the member of the first Board of Directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Saul F. Weinstein	c/o Spohrer, Wilner, Maxwell & Matthews, P.A. 444 East Duval Street Jacksonville, Florida 32202

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Saul F. Weinstein c/o Spohrer, Wilner, Matthews & Maxwell, P.A.

ARTICLE VIII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided by the By-Laws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

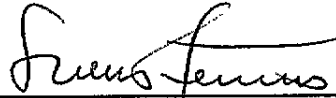
The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 21st day of September, 2000.



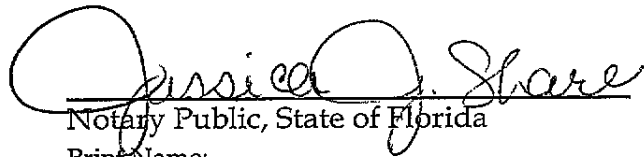
SAUL F. WEINSTEIN

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by SAUL F. WEINSTEIN, who is personally known X or produced identification _____, this 21st day of September, 2000.

JESSICA JANE SHARE
Notary Public, State of Florida
My Comm. expires Dec. 6, 2003
Comm. No. CC 892956



Notary Public, State of Florida

Print Name: _____

My Commission Number: _____

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

SAUL F. WEINSTEIN desiring to organize under the laws of the State of Florida as a corporation has named **ROBERT F. SPOHRER** who maintains an office at 444 East Duval Street, Jacksonville, Florida, 32202, as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 21st day of September, 2000.

By: 
SAUL F. WEINSTEIN, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 21st day of September, 2000.


ROBERT F. SPOHRER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -9 PM 12:53

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