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FILED

CANDLER & COMPANY, INC.
4099 Tamiami Tr. N., Suite 305
Naples, FL 34103
(800) 932-3034

00 NOV 20 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: J. Maxwell, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation and the Designation of Resident Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Please return conformed copies of these documents to this office.

Sincerely,

Candler & Company, Inc.



Asa W. Candler, III,
President

AWC/smp
Enclosure

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ARTICLES OF INCORPORATION

OF

J. MAXWELL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is J. MAXWELL, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 4099 Tamiami Tr. N., Suite 305, Naples, Florida 34103.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Jeremy M. Soloff, 4099 Tamiami Tr. N., Suite 305, Naples, Florida 34103.

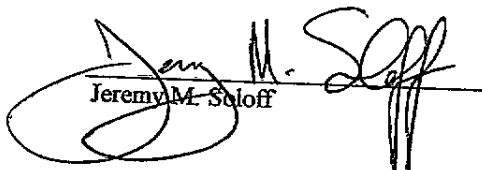
ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is: Jeremy M. Soloff, 4099 Tamiami Tr. N., Suite 305, Naples, Florida 34103.

ARTICLE VI. OFFICERS AND DIRECTORS.

The officers and Directors of the corporation are: President, Treasurer and Director: Jeremy M. Soloff, 4099 Tamiami Tr. N., Suite 305, Naples, Florida 34103. Vice President, Secretary and Director: Meghan H. Soloff, 1896 Timarron Way, Naples, Florida 34109.

The undersigned has executed these articles of incorporation on the 15th day of November, 2000.


Jeremy M. Soloff

DESIGNATION OF REGISTERED AGENT/OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

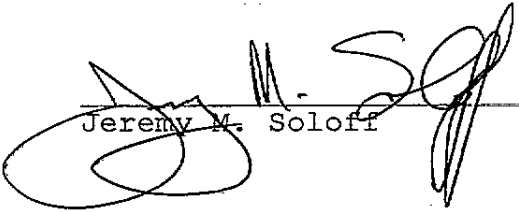
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is J. MAXWELL, INC.
2. The name of the registered agent is Jeremy M. Soloff.

3. The address of the registered agent/registered office is 4099 Tamiami Tr. N., Suite 305, Naples, FL 34103.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jeremy M. Soloff

Date: Nov. 15, 2000