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JOHN F. GLANCY
6995 VENTURE CIRCLE
ORLANDO, FLORIDA 32807
(407) 657-3880

November 22, 2000

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*****78.75 *****78.75

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

Dear Sir:

Enclosed are two originals of the Articles of Incorporation for CTJ Holdings, Inc., along with a check in the amount of \$78.75 for incorporation fees and a Certificate of Status.

Thank you for your assistance.

Respectfully,

John Glancy
John F. Glancy

EFFECTIVE DATE
11-21-00

SECRET
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TALLAHASSEE, FLORIDA
FILED

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**ARTICLES OF INCORPORATION
OF
CTJ HOLDINGS, INC.**

The undersigned subscriber of these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CTJ HOLDINGS, INC.

ARTICLE II - NATURE

This corporation is organized for the purpose of the sale, improvement and investment in real estate, and all other lawful business, including, but not limited to:

- (a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenancies and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands so owned, held or occupied and to encumber or dispose of any lands or interest in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time held, owned, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-21-00

- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of the corporation or calculated to facilitate the same.
- (g) To carry on any and all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (h) To engage in any and all lawful business, trades occupations and professions.
- (i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying out any of the business or acts above-named.

The intention is that none of the objects and powers as herein set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference or inference from the terms of any other objects and powers.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock which shall have a \$1.00 par value.

ARTICLE IV – TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V – ADDRESS

The initial street address of the principal office of this corporation is 6995 Venture Circle, Orlando, Florida 32807. The Board of Directors may from time to time designate such other address and place of the principal office of this corporation as it may see fit.

ARTICLE VI – DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VII – INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| JOHN F. GLANCY | 6995 VENTURE CIRCLE ORLANDO, FLORIDA 32807 |

ARTICLE VIII – SUBSCRIBERS

| | |
|----------------|---|
| JOHN F. GLANCY | 6995 VENTURE CIRCLE ORLANDO, FLORIDA 32807 |
|----------------|---|

ARTICLE IX – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6995 Venture Circle, Orlando, Florida 32807 and the name of the initial registered agent of this corporation is John F. Glancy, 6995 Venture Circle, Orlando, Florida 32807.

ARTICLE X – EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin upon execution of these Articles of Incorporation.

ARTICLE XI – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

ARTICLE XII – INDEMNIFICATION

This corporation shall indemnify any officer or director and any former officer or director to the full extent permitted by law.

ARTICLE XIII – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21 day of Nov, 2000.


JOHN F. GLANCY

