

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8070 • 1-800-342-8062 • Fax (850) 222-1222

PO1000012558

Jackson-Darrow Associates, Inc.

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

- Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____ **02/01/01**
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

EFFECTIVE DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
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Signature _____

Requested by:

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Name Date Time

Walk-In _____ Will Pick Up _____

FEB 02 2001

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**ARTICLES OF INCORPORATION
OF
JACKSON-DARROW ASSOCIATES, INC.**

EFFECTIVE DATE

02/01/01

ARTICLE 1.

NAME AND ADDRESS

The name and principal office address of this Corporation is:

JACKSON-DARROW ASSOCIATES, INC.
8353 Chinaberry Road
Vero Beach, FL 32963-4224

FEB 1 2001
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 2.

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE 3.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4.

CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE 5.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

G. BARRY WILKINSON
696 1ST AVENUE NORTH, SUITE 201
St. Petersburg, FL 33701

ARTICLES OF INCORPORATION OF
JACKSON-DARROW ASSOCIATES, INC.

ARTICLE 6.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Pete N. Jackson
8353 Chinaberry Road
Vero Beach, FL 32963-4224

Darrowe Jackson
8353 Chinaberry Road
Vero Beach, FL 32963-4224

ARTICLE 7.

INCORPORATOR

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

G. Barry Wilkinson
696 1st Avenue North, Suite #201
St. Petersburg, FL 33701

ARTICLE 8.

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9.

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLES OF INCORPORATION OF
JACKSON-DARROW ASSOCIATES, INC.

ARTICLE 10.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of February, 2001.



G. Barry Wilkinson

"Incorporator"

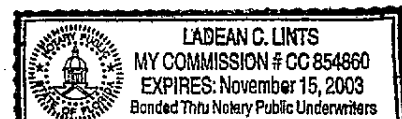
STATE OF FLORIDA
COUNTY OF PINELLAS

1st The foregoing Articles of Incorporation were acknowledged before me this 1st day of February, 2001, by G. Barry Wilkinson, who is personally known.



Notary Public, State of Florida

My Commission Expires:



ARTICLES OF INCORPORATION OF
JACKSON-DARROW ASSOCIATES, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 1st day of February, 2001.



G. BARRY WILKINSON, ESQUIRE

"Registered Agent"

FILED
01 FEB -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE (FLORIDA)