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Delegal

Law Offices, P.A.

T.A. "Tad" Delegal, III  
Randall G. Rogers

424 East Monroe St.  
Jacksonville, FL 32202  
Phone 904.633.5000  
Fax 904.358.2850

April 25, 2001

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

Re: JDA Company, Inc.

Dear Sir or Madam:

I am sending the original, executed Articles of Incorporation and By-Laws with regard to the above-identified new corporation. I am also sending you a copy of the Designation and Acceptance of Registered Agent. Please find our check enclosed in the amount of \$78.75, to cover the cost of filing this with your office.

Please forward the certificate of registration and any other pertinent papers to me at the address listed herein.

Very truly yours,

  
T. A. Delegal, III

TAD/psw  
Enclosures

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-04/30/01-01102-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
01 MAY 15 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-15-01  
~~PAID~~  
WC



**ARTICLES OF INCORPORATION**  
**OF**  
**JDA & COMPANY, INC.**

FILED  
01 MAY 15 AM 11:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is JDA & COMPANY, INC.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation is 13245 Atlantic Blvd., Suite 4-346, Jacksonville, Florida, 32225.

**ARTICLE III. DURATION.**

The duration of the Corporation is perpetual.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are T. A. Delegal, III, Esq., 424 E. Monroe Street, Jacksonville, FL 32202.

**ARTICLE V. INITIAL BOARD OF DIRECTORS.**

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but

shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

William J. Wewer, 13245 Atlantic Blvd., Suite 4-346, Jacksonville, Florida, 32225.  
Debrah D. Wewer, 13245 Atlantic Blvd., Suite 4-346, Jacksonville, Florida, 32225.

#### **ARTICLE V. INCORPORATORS.**

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

William J. Wewer, 13245 Atlantic Blvd., Suite 4-346, Jacksonville, Florida, 32225.  
Debrah D. Wewer, 13245 Atlantic Blvd., Suite 4-346, Jacksonville, Florida, 32225.

#### **ARTICLE V. RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

#### **ARTICLE V. SHARE TRANSFER RESTRICTIONS.**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b>Shareholder</b>	<b>Number of Shares</b>
William J. Wewer	100
Debrah D. Wewer	100

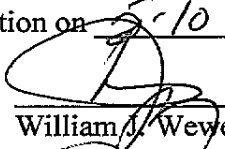
Shares held by each Shareholder may not be sold or otherwise transferred to other persons (other than transfer to an heir in the case of a shareholder's death) unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and

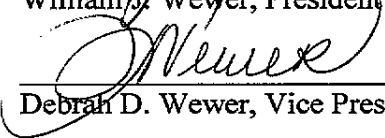
state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### **ARTICLE X. AMENDMENT.**

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

The undersigned have executed these articles of incorporation on 5-10, 2001.

  
\_\_\_\_\_  
William A. Wewer, President

  
\_\_\_\_\_  
Debrah D. Wewer, Vice President

## Designation and Acceptance of Registered Agent

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 JDA & COMPANY, INC.
2. The name of the registered agent is T. A. DELEGAL, III.
3. The address of the registered agent/registered office is 424 E. Monroe Street, Jacksonville, FL 32202.

### 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.

  
\_\_\_\_\_  
T. A. Delegal, III

Dated: 5/11/01

FILED  
01 MAY 15 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399