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AUTHORIZATION : Patricia Lopez  
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2002 APR - 1 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : April 1, 2002  
ORDER TIME : 11:0 AM  
ORDER NO. : 504836-005  
CUSTOMER NO: 4804661

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CUSTOMER: Julie Lamprecht, Legal Asst  
Michael Best & Friedrich Llc  
Suite 1900  
401 North Michigan Avenue  
Chicago, IL 60611-4206

DOMESTIC FILING

NAME: J & W OF ISLAMORADA, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133  
EXAMINER'S INITIALS:

RECEIVED  
02 APR - 1 AM 11:26  
TALLAHASSEE, FLORIDA

JR  
4/1/02

ARTICLES OF INCORPORATION

OF

J&W OF ISLAMORADA, INC.

**FILED**

2002 APR -1 PM 1:56

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

I

The name of the corporation shall be:

**J&W OF ISLAMORADA, INC.** (“hereinafter the “**Corporation**”)

II

The Corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The Corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The Corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of ONE and 00/100 DOLLAR (\$1.00) and all of said shares shall be common stock.

V

The Corporation shall have perpetual existence.

VI

The principal office and mailing address of the Corporation shall be 87851 Old Highway, K-46, Islamorada, Florida 33036.

VII

The street address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the said registered office is Corporation Service Company.

VIII

The name and address of the incorporator of the Corporation to these Articles of Incorporation are:

Edward J. Halper  
401 North Michigan Avenue  
Suite 1900  
Chicago, Illinois 60611

IX

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the Corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

X

The commencement date of the existence of this corporation shall be effective as of the filing date of these Articles of Incorporation as filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the Articles of Incorporation have been subscribed in duplicate by the undersigned, this 29<sup>th</sup> day of March 2002.

  
Edward J. Harper

Having been named as registered agent to accept service of process for J&W OF ISLAMARODA, INC. at the place designated in these Articles of Incorporation, 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.

  
Corporation Service Company

Deborah D. Skipper  
Asst. V. Pres.

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