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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : BAKER & HOSTETLER LLP

Account Number : I19990000077

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FLORIDA PROFIT CORPORATION OR P.A.

JRD Management Corp.

Certificate of Status	0
Certified Copy	1
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FILED
02 APR -2 AM 7:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
JRD Management Corp.

FILED
02 APR -2 AM 7:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is JRD Management Corp. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Corporation is 850 Concourse Parkway South, Suite 200, Maitland, Florida 32751.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 850 Concourse Parkway South, Suite 200, in the City of Maitland, County of Orange. The name of the registered agent at such address is F David McKinney

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Capital Stock

Incorporator

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ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 2nd day of April, 2002.

A.G.C Co.

By: 

Name: Kenneth C. Wright (printed)
As its: Vice President

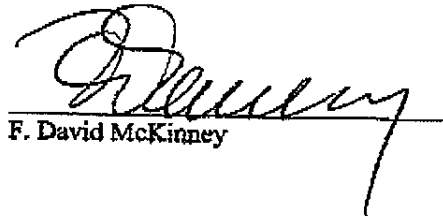
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That JRD MANAGEMENT CORP. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Maitland, County of Orange, State of Florida, has named F. David McKinney, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.


F. David McKinney

DATED: 4/1, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA