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Albert C. Eaton
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April 30, 2002

Florida Department of State
Division of Corporations
ATTENTION: Domestic Charter
Post Office Box 6327
Tallahassee, Florida 32314

200005431752--2
-05/02/02--01073--021
****122.50 *****78.75

Re: Articles of Incorporation
James and James Holding, Inc.

Dear Sir:

Enclosed are original and one copy of the Articles as above captioned, and our check in the amount of \$122.50, representing:

Filing Fee	\$35.00
Resident Agent Designation	\$35.00
Certified Copy	\$52.50

When the Articles have been processed, we would appreciate the return of the certified copy to our attention.

Thank you for your consideration in this matter.

Sincerely,



Albert C. Eaton

FILED
02 MAY -2 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACE/as
Enclosures

05-07-02

ARTICLES OF INCORPORATION

OF

JAMES AND JAMES HOLDING, INC.

The undersigned, being a natural person, competent to contract and for the purpose of forming a corporation for profit under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I

NAME

The name of the Corporation is:

JAMES AND JAMES HOLDING, INC.

ARTICLE II

DURATION

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE OR PURPOSES

The purpose or purposes for which this Corporation is organized are to engage in any or all lawful business or trade which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on and as permitted under the Florida General Corporation Act.

FILED
02 MAY -2 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 100 shares. Such shares shall be of a single class designated as "Common Stock" and shall have a par value of ONE DOLLAR (\$1.00) per share.

Fifty (50) shares of stock shall be issued to each of the incorporators.

ARTICLE V

REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered agent of the Corporation is 2048 Apex Court, Apopka, Florida 32703, and the name of its initial registered agent at such address is JAMES S. HILL. The street address of the initial principal office of the Corporation is 2048 Apex Court, Apopka, Florida 32703.

ARTICLE VI

DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
JAMES S. HILL	2048 Apex Court, Apopka, FL 32703
JAMES B. CANAVAN	2048 Apex Court, Apopka, FL 32703

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

Name

Address

JAMES S. HILL

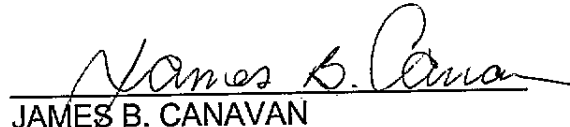
2048 Apex Court, Apopka, FL 32703

JAMES B. CANAVAN

2048 Apex Court, Apopka, FL 32703

Executed by the undersigned at Orlando, Orange County, Florida, on the 30th day
of April, 2002.

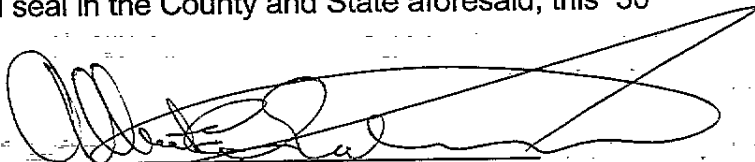

JAMES S. HILL
Incorporator


JAMES B. CANAVAN
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

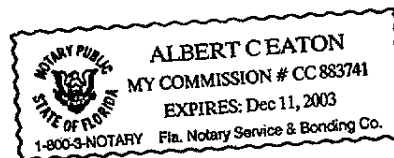
I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments and oaths, personally appeared JAMES S. HILL, who is personally known to me or who has produced N/A as identification, who did not take an oath, who executed the foregoing and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS MY HAND and official seal in the County and State aforesaid, this 30TH day of April, 2002.



Albert C. Eaton
Notary Public, State of Florida

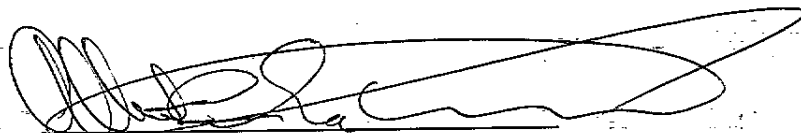
My Commission Expires:



STATE OF FLORIDA
COUNTY OF ORANGE

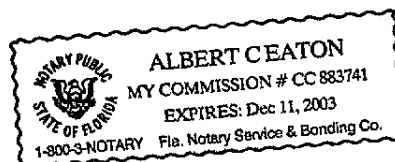
I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments and oaths, personally appeared JAMES B. CANAVAN, who is personally known to me or who has produced N/A as identification, who did not take an oath, who executed the foregoing and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS MY HAND and official seal in the County and State aforesaid, this 30TH day of April, 2002.



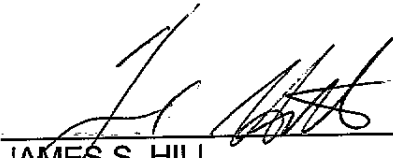
Albert C. Eaton
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation of initial Registered Agent of JAMES AND JAMES HOLDING, INC., that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JAMES S. HILL
2048 Apex Court
Apopka, FL 32703