

PO2000051011

Law Offices of

R. MICHAEL KENNEDY, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -6 AM 8: 27

(386) 788-0888

Fax: (386) 756-0304

Mailing Address:

Post Office Box 214319
South Daytona, Florida 32121-4319

Street Address:

687 Beville Road, Suite A
South Daytona, Florida 32119-1951

May 1, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: James W. Clayton, Inc.

To Whom It May Concern:

Enclosed are the original and two copies of the Articles of Incorporation for the referenced corporation, together with our trust account check of \$78.75 for cost of the following:

Filing Fee	\$35.00
Certified copy of	
Articles of Incorporation	8.75
Registered Agent Fee	<u>35.00</u>

TOTAL: \$78.75

300005462783--8
-05/06/02--01085--001
*****78.75 *****78.75

Please return the certified copy to the attention of the undersigned. Thank you for your attention to this request.

Very truly yours,


R. Michael Kennedy

RMK/kla
Enclosures

5-9
jlove 8

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -6 AM 8: 27

ARTICLES OF INCORPORATION
OF
JAMES W. CLAYTON, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is JAMES W. CLAYTON, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common

stock, each having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the principal office of this corporation shall be 1239 Ocean Shore Boulevard, Suite 2C3, Ormond Beach, Florida 32176. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the shareholders, provided it shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
James W. Clayton	1239 Ocean Shore Boulevard, Suite 2C3 Ormond Beach, Florida 32176
Linda Clayton	1239 Ocean Shore Boulevard, Suite 2C3 Ormond Beach, Florida 32176

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation and the number of shares of stock each has agreed to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
James W. Clayton and Linda Clayton, his wife	1239 Ocean Shore Blvd. Suite 2C3 Ormond Beach, Florida 32176	1000

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1239 Ocean Shore Boulevard, Suite 2C3, Ormond Beach, Florida, and the name

of the initial registered agent of this corporation at that address is James W. Clayton.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

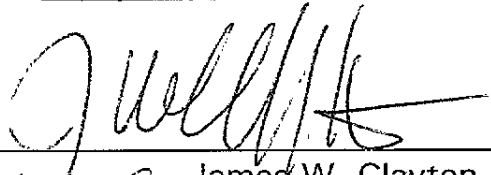
ARTICLE XII - PREEMPTIVE RIGHTS

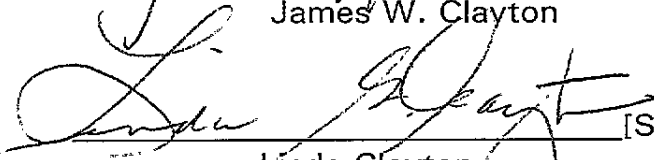
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or they already hold, shall have the right to purchase his or their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of MARCH, 2002.


_____[SEAL]
James W. Clayton


_____[SEAL]
Linda Clayton

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 14th day of
MARCH, 2002, by James W. Clayton who is personally known
to me or who has produced _____ as
identification.

Notary Public
LINDA B. MOUSHON
MY COMMISSION # CC 921866
EXPIRES: April 18, 2004
Bonded Thru Notary Public Underwriters
Serial Number

Linda B. Moushon
Notary Signature
LINDA B. MOUSHON
Notary Name Printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

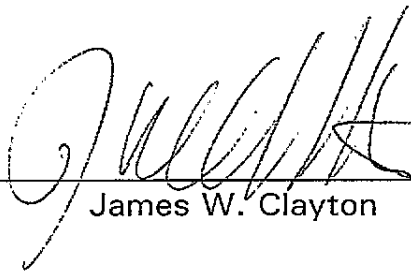
The foregoing instrument was acknowledged before me this 14th day of
MARCH, 2002, by Linda Clayton who is personally known to
me or who has produced _____ as
identification.

Notary Public
LINDA B. MOUSHON
MY COMMISSION # CC 921866
EXPIRES: April 18, 2004
Bonded Thru Notary Public Underwriters
Serial Number

Linda B. Moushon
Notary Signature
LINDA B. MOUSHON
Notary Name Printed

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and all other provisions thereof, relative to keeping open said office.


James W. Clayton

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -6 AM 8:27