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ACCOUNT NO. : 072100000032

REFERENCE: 157797 7200721

AUTHORIZATION : ,

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COST LIMIT :

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ORDER DATE : January 21, 2005

ORDER TIME : 11:41 AM

ORDER NO. : 157797-005

CUSTOMER NO: 7200721

CUSTOMER: Scott L. Glazier, Esq

Glazier & Glazier, P.a.

Suite 504

8825 Perimeter Park Blvd. Jacksonville, FL 32216

DOMESTIC AMENDMENT FILING

NAME: J THREE HOLDINGS, INC.

EFFECTIVE DATE:

XX___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS:

RESTATED ARTICLES OF INCORPORATION 05 JAN 21 PM 1: 13

This Corporation was incorporated on January 3, 2005, under the name J Three Holdings, Inc. Pursuant to Section 607.1007, Florida Business Corporation Act, Restated Articles of Incorporation were approved at a meeting of the Directors of this Corporation on January 19, 2005. The Restated Articles of Incorporation were approved by all the Shareholders comprising the only voting group in accordance with Florida Statutes Section 607.0704 and in accordance with Section 607.0704, Florida Business Corporation Act.

ARTICLE I - NAME

The name of this Corporation is J Three Holdings, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

<u>ARTICLE III – CAPITAL STOCK</u>

The authorized capital of the Corporation shall be 1,000,000 shares of common stock at a par value of \$0.01 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

<u>ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS</u>

The initial street address of the principal office and the mailing address of this Corporation is 1486 Third Street South, Jacksonville Beach, Florida 32250. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the member of the first Board of Directors is:

John B. Shepherd 1486 Third Street South Jacksonville Beach, FL 32250

The name, street address, and position of the initial officers of the Corporation are as follows:

John B. Shepherd President 1486 Third Street South Jacksonville Beach, FL 32250

Charles K. Jackson Vice President / Secretary / Treasurer 1486 Third Street South Jacksonville Beach, FL 32250

<u>ARTICLE IX – INCORPORATOR</u>

The name and address of the person signing these Articles of Incorporation is:

John B. Shepherd 1486 Third Street South Jacksonville Beach, FL 32250

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8825 Perimeter Park Blvd., Suite 504, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is GLAZIER & GLAZIER, P.A.

<u>ARTICLE XII – AMENDMENT</u>

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

MN B. SHEPHERD

Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for J THREE HOLDINGS, INC., a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

GLAZIER & GLAZIER, P.A.

By: // (SEAL

Its: Vice President

"Registered Agent"