

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**CSC networks**

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 518641 *Patricia T. Tzitzis*

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 5, 1995

ORDER TIME : 9:34 AM

200001370978

ORDER NO. : 518641

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

Suite 2300, Sunbank Center  
200 South Orange Avenue  
Orlando, FL 32801

**RUSH WILL WAIT**

DOMESTIC FILING

RUSH WILL WAIT

NAME: JJK ENTERPRISES, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
JAN 5 1995  
11:40

*904 1/05/95  
904-1000*

Articles of Incorporation  
of  
JJK ENTERPRISES, INC.

FILED  
1985 NOV 15 11:40

ARTICLE I

Name and Duration

The name of the Corporation is JJK ENTERPRISES, INC. 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 address of the principal office of the Corporation is 2300 Sun Bank Center, 200 South Orange Avenue, Orlando, Florida 32801.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

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.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## 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 4th day of January, 1995.

A.G.C. Co.

By:

Max F. Morris  
Vice President

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this 4th day of January, 1994, by Max F. Morris of A.G.C. Co., an Ohio corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

Karen L. DiDea  
(Notary Signature)

Karen L. DiDea  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. \_\_\_\_\_



KAREN L. DIDEA  
MY COMMISSION # CC 225920 EXPIRES  
September 10, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

1995 JAN -5 11:40

REGISTERED AGENT CERTIFICATE

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

That JJK ENTERPRISES, INC., 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 Orlando, County of Orange, State of Florida, has named A.G.C. Co., 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, by and through its duly elected officer, 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.

A.G.C. Co.

By:

John Morris  
Vice President

DATED: January 4, 1995

P95000001000

**BAKER  
HOSTETLER**  
COUNSELLORS AT LAW

200 SOUTH ORANGE AVENUE • SUNBANK CENTER, SUITE 2300 • P.O. BOX 112 • ORLANDO, FLORIDA 32802-0112 • (407) 649-4000  
FAX (407) 841-0168  
WRITER'S DIRECT DIAL NUMBER (407) 649-4063

April 10, 1996

000001781910  
-04/16/96--01047--023  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

ATTN: Registered Agent Section

Re: JJK Enterprises, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of a Statement of Resignation of Registered Agent for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$87.50 representing payment of your filing fee for an active corporation. Please effectuate this resignation immediately and return to me the confirmation of filing.

Should you have any questions or problems with the filing, please contact the undersigned at the above-referenced Orlando number. Thank you for your assistance in this matter.

Very truly yours,

*Robin K. Graham*  
Robin K. Graham  
Legal Assistant

Enclosures

cc: Rana Tiwari

24278/95001/rafile.ltr

*RA Resig*  
N. HENDRICKS APR 16 1996

CLEVELAND, OHIO  
(216) 621-0200

COLUMBUS, OHIO  
(614) 228-1541

DENVER, COLORADO  
(303) 861-0600

HOUSTON, TEXAS  
(713) 751-1600

LONG BEACH, CALIFORNIA  
(310) 432-2827

LOS ANGELES, CALIFORNIA  
(213) 624-2400

WASHINGTON, D.C.  
(202) 861-1500

**STATEMENT OF RESIGNATION OF REGISTERED AGENT**

The undersigned corporation, A.G.C. Co., an Ohio corporation qualified to transact business in the State of Florida, hereby resigns as Registered Agent for JJK Enterprises, Inc., a Florida corporation, in accordance with Section 607.0502 of the Florida Business Corporation Act. The undersigned further states that a copy of this statement of resignation was mailed to the last known principal office address for JJK Enterprises, Inc. on the 9th day of April, 1996.

**REGISTERED AGENT**

A.G.C. Co., an Ohio corporation

By:   
G. Thomas Ball, Vice President

**FILED**  
96 APR 15 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Morton  
Secretary of State

May 17, 1996

JJK ENTERPRISES, INC.  
2300 SUN BANK CENTER  
200 S. ORANGE AVE.  
ORLANDO, FL 32801

SUBJECT: JJK ENTERPRISES, INC.  
Ref. Number: P95000001000

Our records indicate the registered agent for the above named corporation resigned on April 15, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain  
Corporate Specialist



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 26, 1996

JJK ENTERPRISES, INC.  
2300 SUN BANK CENTER  
200 S. ORANGE AVENUE  
ORLANDO, FL 32801

**SUBJECT: JJK ENTERPRISES, INC.**

Document #: P95000001000

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist  
Amendment Section  
Division of Corporations

Letter Number: 696A00036114



#### CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for JJK ENTERPRISES, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 26, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000001000.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-sixth day of July, 1996



CR2EO22 (1-95)

A handwritten signature in cursive script that reads "Sandra B. Northam".

Sandra B. Northam  
Secretary of State