

P95 00000 6360

Johns & Associates

11570 SAN JOSE BOULEVARD • SUITE 14 • JACKSONVILLE, FLORIDA 32223
TELEPHONE: (904) 268-3334 FAX: (904) 268-7250

FILED

95 JAN 24 AM 9 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 10, 1994

EFFECTIVE DATE
1-20-95

Division of Incorporation
State of Florida
P. O. Box 6327
Tallahassee, FL 32314

4000001382844
01/18/95--01057--000
***+122.50 ***+122.50

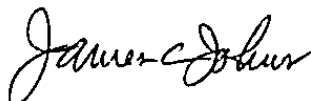
Gentlemen:

Please find enclosed the original and one copy of Articles of Incorporation for Johns & Associates, Inc.

Also enclosed is our check in the amount of \$122.50 to cover the cost of the incorporation.

Please return a copy of the Articles directly to this office when they have been filed.
Thank you for your assistance.

Sincerely,



James C. Johns

/sdm

Enclosures

Per Sheila:
Total acceptance for
Mr. Johns.

W95-1310
1-25-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1995

JAMES JOHNS
11570 SAN JOSE BLVD.
SUITE 14
JACKSONVILLE, FL 32223

SUBJECT: JOHNS & ASSOCIATES, INC.
Ref. Number: W95000001310

We have received your document for JOHNS & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Nancy Hendricks
Corporate Specialist

Letter Number: 595A00002245

ARTICLES OF INCORPORATION
OF
JOHNS & ASSOCIATES, INC.

FILED
95 JAN 24 11 0 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
ARTICLE I 1-20-95

The general nature of this business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and right in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with,

goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase corporate assets of any other corporations to engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers

subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE II

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock of
par value of \$1.00 per share

The shareholders shall have preemptive rights. Cumulative voting shall be permitted. The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they see fit.

ARTICLE III

This corporation is to exist perpetually, and its corporate existence shall begin on January 20, 1995 for tax and accounting purposes only.

ARTICLE IV

The board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

11570 San Jose Blvd. Suite #14
Jacksonville, Florida 32223

ARTICLE V

The number of Directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of Directors shall be one (1).

ARTICLE VI

The name and address of each member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
James C. Johns	11570 San Jose Blvd. Suite #14 Jacksonville, Florida 32223

ARTICLE VII

The corporation shall indemnify any and all persons who may serve or who served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any

and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit commences), actually and necessarily incurred by such persons in connection with the defense of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII

The registered office shall be 11570 San Jose Blvd. Suite #14, Jacksonville, Florida 32223 and the registered agent at that same address is James C. Johns.

ARTICLE IX

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be

approved by the holder or holders of a majority of the stock
entitled to vote thereon.

"I am familiar with and accept the duties and responsibilities as
registered agent."

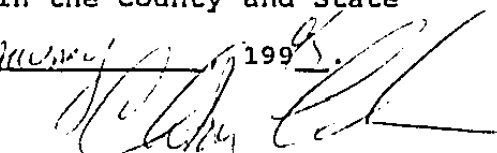

James C. Johns
Incorporator/Registered Agent

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a
Notary Public duly authorized in the State and County named
above to take acknowledgements, personally appeared James C.
Johns, to me well known to be the person described as the
incorporator in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he
subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above, this 3 day of January, 1998.


Notary Public

My commission expires:



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