

**P95000027651**

**Thomas E. Parnell, P.A.**

ATTORNEY AT LAW

Thomas E. Parnell

Bank Mortgage Center  
100 W. Fletcher Ave. Suite 106  
Tallahassee, Florida 32312  
Telephone (913) 935-2200  
Facsimile (913) 935-4444

March 17, 1995

**500001436355**

-03/22/95--01101--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Corporation Division/New Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

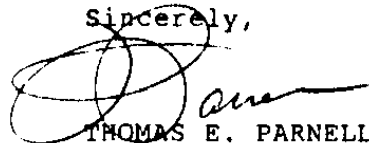
Re: Articles of Incorporation

Dear Sir/Madam:

I am enclosing an original Articles of Incorporation for **JACKSON FINANCIAL CORPORATION**, and a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise. Thank you for your help.

Sincerely,

  
THOMAS E. PARNELL

TEP/lrs  
Enclosures

W95-6541

NANCY HENDRICKS APR - 7 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 24, 1995

THOMAS PARNELL  
320 W. FLETCHER AVE.  
SUITE 104  
TAMPA, FL 33612

SUBJECT: JACKSON FINANCIAL CORPORATION  
Ref. Number: W95000006541

We have received your document for JACKSON FINANCIAL CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 795A00013402

**Thomas E. Parnell, P.A.**

Attorney at Law

Thomas E. Parnell

Oak Ridge Center  
320 W. Fletcher Ave., Suite 104  
Tampa, Florida 33612  
Telephone: (813) 935-2200  
Facsimile: (813) 935-4444

April 4, 1995

Ms. Nancy Hendricks  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

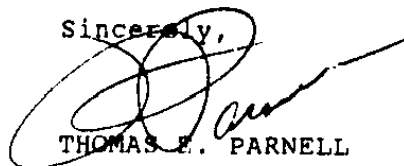
Re: Reference Number: W95000006541

Dear Ms. Hendricks:

Pursuant to your March 24, 1995, letter advising that the name Jackson Financial Corporation is unavailable, I am enclosing herewith new Articles of Incorporation under the name of D. J. Financial Corporation.

Due to time constraints, I would appreciate your processing the Articles of Incorporation and returning a copy to me as soon as possible. Thank you for your assistance.

Sincerely,



THOMAS E. PARNELL

TEP/lms  
Enclosures

ARTICLES OF INCORPORATION  
OF  
D. J. FINANCIAL CORPORATION

FILED  
55 FEB-6 1966  
TAMPA, FLORIDA

ARTICLE I - NAME

The name of this corporation is D. J. FINANCIAL CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL- PLACE OF BUSINESS

The principal place of business of this corporation shall be 3511 East Hillsborough Avenue, Tampa, Florida 33610.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 320 West Fletcher Avenue, Suite 104, Tampa, Florida 33612. The name of the initial registered agent of this corporation is THOMAS E. PARNELL, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President,  
Secretary and  
Director:

DEITRA MARIE JACKSON

Director:

KEITH SULLIVAN

Director:

THOMAS E. PARNELL

ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be

shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

#### ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation and the number of shares taken is as follows:

DEITRA MARIE JACKSON	5,000 shares
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#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the corporation may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions of any shareholders agreement in effect at that time.

#### ARTICLE XII - CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

#### ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XV - PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not

presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this

5 day of April, 1995

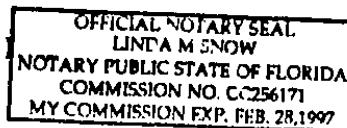
Deitra Marie Jackson  
DEITRA MARIE JACKSON  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 1995 by DEITRA MARIE JACKSON, as President, Secretary and Director of D. J. FINANCIAL CORPORATION, on behalf of the corporation, who is personally known to me or produced the following as identification:

aka

(S E A L)



Linda M. Snow  
Notary Public - Signature

Having been named as Registered Agent to accept service of process for D. J. FINANCIAL CORPORATION at 320 West Fletcher Avenue, Tampa, Florida 33612, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Thomas E. Parnell  
THOMAS E. PARNELL, ESQUIRE  
Registered Agent