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UNGER, WILLIS, CACCIATORE & SWARTWOOD, P.A.

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PLEASE REPLY TO:  
POST OFFICE BOX 4000  
ORLANDO, FLORIDA 32802-4000

RECEIVED  
STATE  
APR 11 1995  
JAMES M. UNDER  
JOHN C. WILLIS, IV

April 5, 1995

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600001450686  
04/07/95--01049--019  
\*\*\*122.50 \*\*\*122.50

Re: FJJ Holdings, Inc.

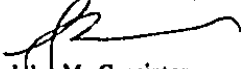
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

UNGER, WILLIS, CACCIATORE  
& SWARTWOOD, P.A.

  
John M. Cacciatore

JMC/ih

Enclosures

4/12/95  
(115)

**ARTICLES OF INCORPORATION  
OF**

**FJJ HOLDINGS, INC.**

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is: FJJ HOLDINGS, INC.

The address of the principal place of business of this Corporation shall be 1158 Solana Avenue, Winter Park, Florida 32789, and the mailing address of this Corporation shall be the same.

**ARTICLE II. PURPOSE**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 75,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE IV. PREEMPTIVE RIGHTS**

Each shareholder of any share of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of this Corporation, or securities of this Corporation convertible into or carrying a right to subscribe to or acquire shares of an unissued or treasury shares, that may be issued at anytime by this Corporation.

RECORDED  
FEB 17 1983  
FEE \$2.00  
CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

#### **ARTICLE V. TERMS OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

#### **ARTICLE VI. REGISTERED AGENT & INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

John M. Cacciatore  
790 North Orange Avenue  
Orlando, FL 32801

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have the following number of initial directors: three. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII. INITIAL DIRECTOR**

The names and street addresses of the initial directors of this Corporation are:

Frank D. Flandreau  
855 Windcrest Place  
Winter Springs, FL 32708

Jim Flandreau  
1000 Ashebrooke Way  
Marietta, GA 30067

Jim Adler  
617-117 Red Oak Circle  
Altamonte Springs, FL 32701

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX. INCORPORATOR**

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

Frank D. Flandreau  
855 Windcrest Place  
Winter Springs, FL 32708

#### **ARTICLE X. 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 stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XI. BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 3rd day of April, 1995.

Frank D. Flandreau  
FRANK D. FLANDREAU  
Incorporator

STATE OF FLORIDA)

COUNTY OF Orange)

The foregoing instrument was verified, sworn to and acknowledged before me this 3rd day of April, 1995, by FRANK D. FLANDREAU, who is personally known to me or produced properly sworn, as identification and who did take an oath.

Linda Helveston  
NOTARY PUBLIC

My Commission Expires: 10-7-96



OFFICIAL SEAL  
LINDA HELVESTON  
My Commission Expires  
Oct. 7, 1996  
Comm. No. CC 234101

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is FJJ HOLDINGS, INC.
2. The address of the registered office is 790 North Orange Avenue, Orlando, Florida 32801.
3. The name of the registered agent at the registered office is John M. Cacciatore.

Dated: April 3rd, 1995.

By: Frank D. Flandreau  
FRANK D. FLANDREAU  
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 4th, 1995.

John M. Cacciatore  
JOHN M. CACCIATORE