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4/18/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: DAVIS, BROWING & SCHNITKER

DEPARTMENT OF STATE

901 W BASE ST.

STATE OF FLORIDA

409 EAST GAINES STREET

MADISON FL 32340-0000 CONTACT: ANNETTE M SOWELL

TALLAHASSEE, FL 32399

PHONE: (904) 973-4186

FAX: (904) 922-4000

FAX: (904) 973-8564

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OF P.A.

NAME: J T C ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000004215

DATE REQUESTED: 04/13/1995

CURRENT STATUS: REJECTED

TIME REQUESTED: 13:14:48 CERTIFICATE OF STATUS: 0

CERTIFIED CODIES: I

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

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FLORIDA DEPARTMENT OF STATE Sandra B, Mortham Secretary of State

April 13, 1995

DAVIS BROWNING & SCHNITKER

MADISON, FL 32341

SUBJECT: J T C ASSOCIATES, INC.

REF: W95000008006

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole Corporate Specialist FAX Aud. #: H95000004215 -Latter Number:_895A00017099

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

FPR 13 195 12143 DAVIS DROWNING SCHILL 195000004215

FILED

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SECRETARY OF SILL
TALLAHASSEE, FLORE
88

ARTICLES OF INCORPORATION OF J T C ABSOCIATES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby executed these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is J T C ASSOCIATES, INC.
ARTICLE IT

PURPOSES AND POWERS

The general purpose or purposes for which the corporation is organized is that of conducting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III.

AUTHORIZED SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any time is one thousand (1000) shares with a nominal or par value of ONE AND NO/100 (\$1.00) DOLLAR, per share.

ARTICLE IV.

PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to any stock issued after the initial subscription.

ARTICLE V.

EXISTENCE AND EFFECTIVE DATE

This corporation shall exist perpetually, and the commencement of corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI.

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the corporation shall be 901 West Base Street, Madison, Florida 32340, and the resident agent of the corporation is Clay A. Schnitker whose physical and mailing address is 901 West Base Street, Madison, Florida 32340.

ARTICLE VII.

INITIAL PRINCIPAL OFFICE AND ADDRESS OF CORPORATION

The initial principal office of the corporation is Route 8, Box 387A, Live Oak, Florida 32060, and the mailing address is Post Office Box 1208, Live Oak, Florida 32060.

ARTICLE VIII.

DIRECTORS

There shall be no directors of this corporation, as this corporation has elected to conduct business by the stockholders pursuant to Chapter 607, Florida Statutes.

ARTICLE IV.

INCORPORATORS

The name and address of the incorporators of this corporation is:

FPR 13 198 12144 DRUIS EROUNING SONT

853 F04

H95000004215

NAME

ADDRESS

Clay A. Schnitker

901 West Base Street Madison, Florida 32340

ARTICLE X.

TRANSACTIONS WITH INTERESTED PERSON

No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested shall be affected or invalidated by (a) The fact that any one or more of the stockholders of this corporation has an interest in or is a director, officer of stockholder of another corporation; (b) the fact that any stockholder individually or jointly with others may be a party to or may be interested in any such contract or transaction, and each and every person who may become a stockholder of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contract with the corporation for the benefit of himself or any firm or corporation in which he may be anywise interested.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hand and seal this 13 day of April A. D. 1995.

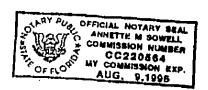
STATE OF FLORIDA COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared CLAY A. SCHNITKER before me known to be the person described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State named above this 13^{4L} day of April A. D. 1995.

Myette Dy Sowell Notary Public

My Commission Expires:



1195000004215

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN PLORIDA, NAMING AGENT UPON WHOM PROCESS MAY DE SERVED.

1 1

IN COMPLIANCE WITH PLA. STAT. 48.091, THE POLLOWING IS

J T C ASSOCIATES, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT ROUTE 8, Box 387A, Live Oak, Florida 32060, HAS NAMED CLAY A. SCHNITKER, WHOSE ADDRESS IS 901 West Base Street, Madison, Florida 32340, As ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CLAY A SCHNITKER

Dated: APRIL /3 , 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I PURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MAY DUTIES.

CLAY A. SCHNITKER Resident Agent

Dated: APRIL 13 , 1995

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P9500030352

665 Simonds Road Williamstown, MA 01267 (413) 458-5220 (413) 458-5020 fax

September 5, 1997

Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

Gentleman/Madam:

800002287338--6 -09/08/97--01124--015 *****86.25 *****96.25

Enclosed is a completed ARTICLES OF DISSOLUTION form for JTC Associates, Inc. Also enclosed is a check for \$96.25 which is for the filing fee for the articles of dissolution, a certified copy of the dissolution, and a certificate of status.

Please send completed dissolution papers to me at the above address.

Sincerely,

Paula A. McCarthy Chief Operating Officer

/pm

Enclosures

97 SEP -8 PH 2: 3:
SECRETARY OF STATE
ALL ALLASSEE ET STATE

Dealer

Vol. Diss.

ARTICLES OF DISSOLUTION

| Pursuant to section 607.1403, Florida Statutes, this Florida corporation submits the following articles of dissolution: | |
|---|--|
| FIRST: JTC AS | The name of the corporation is |
| SECON | D: The Date of dissolution was authorized: 9/1/97 |
| THIRD: | Adoption of Dissolution (CHECK ONE) |
| (9 | Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. |
| [] | Dissolution was approved by vote of the shareholders through voting groups. |
| | The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve. |
| | (Voting group) |
| Sig | ned this <u>1st_day ofseptember, 19 97</u> |
| Signature | (By the chairman or vice chairman of the Board, President, or other Officer) |
| | Togeth T. Clay ton Jv. (Typed or printed hame) |
| | President |
| | (Title) |