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FILED

8609 Leighton Drive
Tampa, Florida 33614

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 9, 1995

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

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-06/12/95--01047--001
*****70.00 *****70.00

Re: Incorporation of J & A Corporation of Tampa

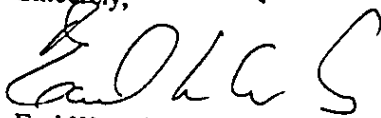
Gentlemen:

Enclosed you will find two copies of the Article of Incorporation for *J & A Corporation of Tampa*. Also enclosed is the requisite filing and recording fee of \$70.00 for said certification of corporation. Please review this document and if approved, return a copy of a stamped document to:

Lynn Michaels
8609 Leighton Drive
Tampa, Florida 33614

Should you have any questions or comments, you can contact the undersigned at 813-888-8900 (work) or 813-932-1994 (home).

Sincerely,



Earl W. Michaels

EWM:jc

NANCY HENDRICKS JUN 15 1995

ARTICLES OF INCORPORATION

FOR

J & A CORPORATION OF TAMPA

FILED
95 JUL 12 AM 10 27
TAMPA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, this Certificate of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I:

The name of this Corporation shall be:

J & A CORPORATION OF TAMPA

ARTICLE II:

The general nature of the business of this Corporation shall be to own, operate and lease commercial real estate located at 7815 N Dale Mabry Highway, and to do all things requisite in connection therewith.

To do any and all other things legal and lawful under the laws of the State of Florida within the general powers conferred by the laws of the State of Florida upon corporations organized for profit.

ARTICLE III:

The authorized capital of this Corporation shall be One Hundred (100) shares of common stock, par value of One Hundred Fifty and no cents (\$150.00) per share.

All such stock shall be non-assessable, issued at and for such consideration, whether the same be cash, services, property, labor or otherwise, and upon such terms and conditions as may be fixed from time to time by the Board of Directors.

The Board of Directors, in its discretion, may declare and pay dividends to holders of the common stock, share and share alike, out of the earnings of this Corporation, after making provision, if any, as the Board of Directors may deem necessary, for working capital, for additional improvements to its property and assets, and for the general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times as shall be fixed by the Board of Directors in its discretion.

No holder of any class of common stock of this Corporation, or any other class of stock which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, whether now or hereafter authorized, or of any securities convertible into stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property, services or by way of dividends, and all such rights are waived by each holder of each class of common stock and of any other class of stock which may hereafter be created; however, any such stock, or such authorized issue of new stock of any class, or of any securities convertible into stock of any class, may be issued and disposed of, pursuant to a resolution of the Board of Directors, to such other persons, corporations or otherwise, upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion, but subject to the provisions of this Certificate of Incorporation.

ARTICLE IV: Voting Rights.

Each holder of common stock of any class shall be entitled to one (1) vote for each share held on all matters requiring or desiring stockholder vote without cumulative rights, and a majority of such vote shall prevail on all issues.

ARTICLE V: Capital.

The amount of capital with which this Corporation shall begin shall be not less than One Hundred Fifty Thousand and no cents (\$150,000.00).

ARTICLE VI:

This Corporation shall have perpetual existence unless sooner terminated by due and proper legal procedure.

ARTICLE VII:

The Registered and Principal Office of this Corporation shall be: 8609 Leighton Drive, Tampa, Florida 33614. The undersigned Subscriber, Lynn C. Michaels, hereby accepts designation as the Registered Agent of this Corporation and the persons in the State of Florida upon whom service of process directed to this Corporation may be served.


Lynn C. Michaels - Registered Agent

ARTICLE VIII:

The affairs of this Corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors as may be determined from time to time by the holders of the common stock of this Corporation. It is not necessary that a Director be a stockholder of this Corporation.

ARTICLE IX:

The names and street addresses of the subscribers, and first members of the Board of Directors, who shall hold office for the first year of existence of this Corporation, or until their successors are elected and qualified, unless otherwise provided for in the By-Laws of this Corporation, is.

Lynn C. Michaels, President

8609 Leighton Drive
Tampa, Florida 33614

Earl W. Michaels, Secretary

8609 Leighton Drive
Tampa, Florida 33614

ARTICLE X:

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is or are a director or directors, or officer or officers, of such other corporations, and no contract or transaction between this Corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this Corporation is or are a party or parties to, or is or are interested in, such contract or transaction, or the fact that such Director or Directors is or are a director or directors, or officer or officers, or such other corporation is disclosed at the meeting of the Board of Directors of this Corporation at which such contract or transaction is authorized.

ARTICLE XI:

This Corporation shall indemnify every person who is serving, or has served, as a director, officer, employee or agent of this Corporation, or, at its request, or any other corporation of which this Corporation is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by Florida Statutes, subject to the limitations on, and conditions of, such indemnifications as set forth therein, which indemnification shall not affect any rights to which such person may be entitled.

ARTICLE XII:

It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the Directors as are present at any regular or special meeting of the Board of Directors.

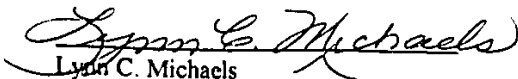
ARTICLE XIII:

This Corporation may, in its By-Laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by statute

ARTICLE XIV:

This Corporation reserves the right to amend, alter, repeal, change or modify any provisions of these Articles in the manner, now or hereafter prescribed by state statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name at Tampa, Florida, this 22nd day of May, 1995.


Lynn C. Michaels

Earl W. Michaels

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I, the undersigned authority, hereby certify that on this 22nd day of May, 1995, before me personally appears Lynn C. Michaels and Earl W. Michaels to me well known and know to me to be the persons whose name is subscribed to, and who executed the foregoing Articles of Incorporation of J & A CORPORATION OF TAMPA and who, after being duly sworn, acknowledged before me that she/he did freely and voluntarily execute same for the uses and purposes therein expressed.

WITNESS my hand and official seal set hereto at Tampa, Florida this day and year last above written.

Notary Public, State of Florida at Large