

P950000-49636

LAW OFFICES OF
McGEE & POWERS, P.A. FILED

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95 JUN 23 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KARL S. PALYTSIAK
CONTROLLER

MAILING ADDRESS:
POST OFFICE BOX 3589
ORLANDO, FLORIDA 32802-3589

June 22, 1995

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Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

VIA UPS OVERNIGHT DELIVERY

Attention: Division of Corporations
Document Filing Section

Re: Incorporation of JACKSON III, INC., a Florida corporation

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of JACKSON III, INC., a Florida corporation.

1. The Articles of Incorporation of JACKSON III, INC.
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Very truly yours,


Patrick A. McGee

PAM/cf
Enclosures
cc: Mr. Paul Parenty
(with partial enclosures)

PAM
6-26

ARTICLES OF INCORPORATION
OF

JACKSON III, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Jackson III, Inc.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated as Common Shares with a par value of ten cents (\$.10) per share.

ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED AGENT, AND CORPORATE MAILING ADDRESS

The initial street address of the registered office of the corporation in the State of Florida is 255 South Orange Avenue, 12th Floor, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is LuJane Curry. The mailing address of the corporation shall be 255 South Orange Avenue, 12th Floor, Orlando, Florida 32801.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be one (1).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The name and address of the initial member of the Board of Directors, who shall hold office until her successor is duly elected and has qualified, is/are:

<u>Name</u>	<u>Address</u>
LuJane Curry	255 South Orange Avenue 12th Floor Orlando, Florida 32801

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
LuJane Curry	255 South Orange Avenue 12th Floor Orlando, Florida 32801

ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and, (ii) no preemptive right shall be exercisable if exercise of the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreased the number of directors of the corporation.


ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

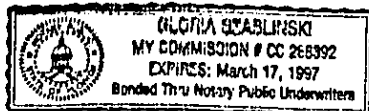
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 22 day of June, 1995.



LuJane Curry

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of June, 1995, by LuJane Curry, who is personally known to me or who has produced _____ as identification, and who (did/did not) take an oath.

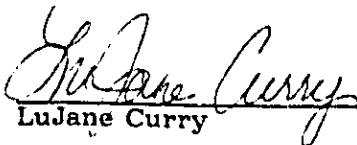
NOTARY PUBLIC:




(signature)
(print name) GLORIA SZABLINSKI
My Commission Expires: 3-17-97

ACCEPTANCE BY REGISTERED AGENT

The undersigned, LuJane Curry, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.


LuJane Curry

FILED
95 JUN 23 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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June 6, 1997

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*****87.50 *****87.50

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

Re: Jackson Street Management Company, Inc. dissolution and
Jackson III, Inc. dissolution

Dear Sir/Madam:

Enclosed are the Articles of Dissolution for the above-referenced corporations. Also enclosed are two checks in the amount of \$87.50 each to cover the cost of filing the dissolutions and to receive a certified copy of each of them. I have enclosed an return envelope for your convenience.

Thank you for your assistance.

Sincerely,


Nancy Khorr
Legal Assistant

/nk
Enclosures

Am 6/11/97

ARTICLES OF DISSOLUTION

The undersigned Corporation hereby submits these Articles of Dissolution to the Department of State of the State of Florida on filing pursuant to the provisions of Section 607.1403 of the Florida Statutes:

1. The name of the Corporation is Jackson III, Inc.
2. The date the dissolution was authorized was June 4, 1997.
3. The dissolution was approved by the shareholders of Jackson III, Inc. and the number cast for dissolution was sufficient for approval.

By


John W. Sapanski, President