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*PP95000050730*

ACCOUNT NO. : 072100000032

REFERENCE : 628125 80516A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 28, 1995

ORDER TIME : 10:57 AM

ORDER NO. : 628125

CUSTOMER NO: 80516A

800001525818  
-06/28/95--01028--014  
\*\*\*122.50 \*\*\*122.50

CUSTOMER: Carol Carleen, Legal Asst  
KELLEY HERMAN & MILLS

Suite 206  
1401 East Broward Boulevard  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: JACOBY, INC.

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: \_\_\_\_\_

JUN 29 1995 9:58 AM  
FILED  
OFFICE OF STATE  
CLERK, TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JACOBY, INC.

ARTICLE I

The name of this corporation is JACOBY, INC.

ARTICLE II

This corporation shall exist in perpetuity.

ARTICLE III

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

The street address of the initial registered office of this corporation is #1 Gail Road, Sebastian, Florida 32958 and the name of the initial registered agent of this corporation at that address is: Ernest C. Jacoby. The principal office of this corporation is the same as the registered office.

ARTICLE VI

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Ernest C. Jacoby  
#1 Gail Road  
Sebastian, FL 32958

Joy L. Jacoby  
#1 Gail Road  
Sebastian, FL 32958

ARTICLE VII

The name and address of the person signing these articles is:

Ernest C. Jacoby  
#1 Gail Road  
Sebastian, FL 32958

ARTICLE VIII

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

ARTICLE IX

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

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

FILED  
95 JUL 28 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of JUNE, 1995.

  
Ernest C. Jacoby

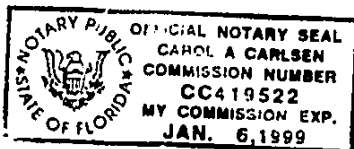
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Ernest C. Jacoby, to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscribed thereto.

WITNESS my hand and official seal this 27 day of June, 1995.

  
NOTARY PUBLIC

My Commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT JACOBY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SEBASTIAN, STATE OF FLORIDA, HAS NAME:

ERNEST C. JACOBY  
#1 GAIL ROAD  
SEBASTIAN, FL 32958

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
ERNEST C. JACOBY

ACCEPTANCE

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
ERNEST C. JACOBY  
Registered Agent

FILED  
95 JUN 28 PM 9:12  
STATE OF FLORIDA