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Legal Assistant

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August 15, 1995

TAMPA, FLORIDA  
ORLANDO, FLORIDA  
DETROIT, MICHIGAN  
LANSING, MICHIGAN  
HOUSTON, TEXAS  
LOS ANGELES, CALIFORNIA

VIA FEDERAL EXPRESS

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

800001562778  
-08/16/95--01106--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: J.D.F. VENTURE, INC.

EFFECTIVE DATE  
8-15-95

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Cathy M. Scott  
Legal Assistant to  
Brad Tomtishen

CMS/md  
Enclosures

cc: Dr. Joel D. Fyvolent (w/enc.)  
Brad Tomtishen, Esq. (w/enc.)  
Maria Maistrellis, Esq. (w/enc.)

WFB/68567.1/26998-51590

44  
8-18-95

ARTICLES OF INCORPORATION  
OF  
J.D.F. VENTURE, INC.

FILED  
95 AUG 16 PM 3:19  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is J.D.F. Venture, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

505 S. Boulevard  
Tampa, Florida 33606

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on August 15, 1995.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

#### ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

##### NAME

Joel D. Fyvolent

##### ADDRESS

505 S. Boulevard  
Tampa, Florida 33606

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of August, 1995.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, v.p.  
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 15th day of August, 1995.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, v.p.  
Steven R. Parson, Vice President

WPN/68572 1/26998-51590

FILED  
95 AUG 16 PM 3:19  
TALLAHASSEE, FLORIDA