

P950000-71157

LOVERING & VANCE
ATTORNEYS AT LAW
200 Broadway Avenue
Cocoa, Florida 32922

Lealand L. Lovering
L. Alexander Vance

Telephone (407) 636-4861
Facsimile (407) 636-4865

September 8, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RECEIVED
SEP 11 1995
CORP. DIV.

RE: J.D.W.M., INC.

EFFECTIVE DATE
9-8-95

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation on the above captioned corporation, J.D.W.M., Inc., for filing with your office along with a duplicate copy for certification and our check in the amount of \$122.50 to cover the following:

Filing Fees	\$ 35.00
Certified copy of Articles	52.50
Registered Agent Designation	35.00
	\$122.50

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****122.50 ****122.50

We would appreciate it if you would return a certified copy of the Articles to this office. Thank you for your assistance in this matter. If you have any further questions, please do not hesitate to contact me.

Yours very truly,

L. ALEXANDER VANCE

LAV/cam
Enclosures

P950000-71157
9-14-95

ARTICLES OF INCORPORATION

OF

J.D.W.M., INC.

FILED
SEP 11 1983
EFFECTIVE DATE
9-8-83

The undersigned subscribers of these Articles of Incorporation hereby execute the same for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit

ARTICLE I

The name of this corporation shall be J.D.W.M., INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in any and all business relating to day to day operations of a travel agency

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by this corporation

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida, and the laws of the United States of America

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock of One Dollar (\$1.00) par value; all that are issued to be fully paid and exempt from assessment. Each shareholder, upon the sale for cash or any other consideration of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence, and shall commence existence on the date of subscription, September 8, 1995, as is authorized by Florida Statute 607.167.

ARTICLE VI

The principal office of this corporation shall be 317 Riveredge Boulevard, Cocoa, Florida 32922

ARTICLE VII

The initial registered agent of this corporation shall be **MARK S. BUCHANAN**, and the registered office shall be 317 Riveredge Boulevard, Cocoa, Florida 32922

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5)

ARTICLE IX

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME AND ADDRESS	OFFICE
Jeff Dellenberger 317 Riveredge Boulevard Cocoa, FL 32922	President
Wendell Harrison 317 Riveredge Boulevard Cocoa, FL 32922	Vice President
Mark S. Buchanan 317 Riveredge Boulevard Cocoa, FL 32922	Secretary
Donald J. Long 317 Riveredge Boulevard Cocoa, FL 32922	Treasurer

ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares he agrees to take, are as follows, to wit:

NAME AND ADDRESS	SHARES
Jeff Dellenberger 317 Riveredge Boulevard Cocoa, Florida 32922	250

Wendell Harrison
317 Riveredge Boulevard
Cocoa, Florida 32922

250

Mark S Buchanan
317 Riveredge Boulevard
Cocoa, FL 32922

250

Donald J Long
317 Riveredge Boulevard
Cocoa, FL 32922

250

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute

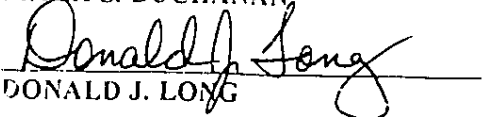
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We **JEFF DELLENBERGER, WENDELL HARRISON, MARK S. BUCHANAN AND DONALD J. LONG**, being the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly I have hereunto set my hand and seal this 3rd day of September, 19 95.


JEFF DELLENBERGER


WENDELL HARRISON


MARK S. BUCHANAN


DONALD J. LONG

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 3 day of September, 1995, by JEFF DELLENBERGER, WENDELL HARRISON, MARK S. BUCHANAN AND DONALD J. LONG

(SEAL)



DEBORAH LYNN FRECK
MY COMMISSION # CC450988 EXPIRES
April 5, 1999
BONDED THRU TROY FARM INSURANCE INC

Deborah L. Freck
Notary Public
DEBORAH L. FRECK
Printed Name
State of Florida at Large
My Commission Expires:

P95000071157

THE BUCHANAN GROUP

317 Riveredge Boulevard
P.O. Box 1000
Cocoa, FL 32923-1000

December 16, 1996

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: J.D.W.M., Inc.

600002088586--3
-02/17/97--01008--010
*****35.00 *****35.00

Gentlemen:

Enclosed herewith please find an original and one copy of the necessary documents to dissolve the above named corporation:

1. Articles of Dissolution; and
2. Check for \$35.00 payable to the Secretary of State.

Kindly file the original and time stamp the copy and return to this office in the self addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to give me a call at (407)631-0070 Ext. 102.

Yours very truly,



Mark S. Buchanan

MSB/jag
Enclosure(s)

SH 2/19
Dis

FILED
97 FEB 14 PM 2:12
TALLAHASSEE, FL 32301

ARTICLES OF DISSOLUTION


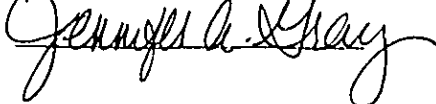
COMES NOW, J.D.W.M. INC., a Florida Corporation and files this its
Articles of Dissolution with the Department of State for the State of Florida and affirmatively sets
forth the following:

1. That the name of the Corporation is J.D.W.M., INC.
2. That on the 16 day of December, 1996, pursuant to the recommendation of the Board of
of the Board of Directors of the Corporation as is authorized by Florida Statute 607.1401, the
shareholders of the Corporation adopted a resolution authorizing the dissolution of the corporation.
3. The Motion for Dissolution of the Corporation was carried unanimously by a vote of all
of the shareholders of the Corporation.
4. That these Articles of Dissolution are effective as of the date subscribed herein below.

DATE: 12-16-96


MARK S. BUCHANAN
SECRETARY

WITNESSES:

The foregoing instrument was acknowledged before me this 16 day of December, 1996 by Mark S.
Buchanan, Secretary of J.D.W.M., Inc., who is personally known to me and who did take
an oath.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



DEBORAH LYNN FRECK
MY COMMISSION # CC450988 EXPIRES
April 5, 1999
BONDED THRU TROY FAIR INSURANCE INC.

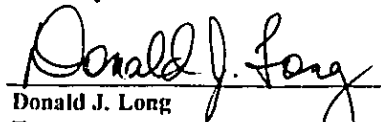
RESOLUTION OF THE BOARD OF DIRECTORS
RECOMMENDING DISSOLUTION OF THE CORPORATION

COME NOW, the undersigned, being Directors of J. D.W.M., INC.,
a Florida Corporation and recommend pursuant to Florida Statute 607.1402 to the shareholders
of the said Corporation that the said Corporation be dissolved pursuant to Florida Law and base
such recommendation on the following:

1. That the Corporation has ceased to do business and it serves no further purpose to
continue the existence of the Corporation.

WHEREFORE, each of the Directors have affixed his name hereunder subscribing
to this recommendation, this 16 day of December , 1996.


Mark S. Buchanan
Secretary


Donald J. Long
Treasurer


CERTIFICATE OF SHAREHOLDERS ACTION

THE UNDERSIGNED, being the Secretary of J.D.W. M., INC. a Florida Corporation does hereby certify that on December 16, 1996 a meeting of all of the shareholders of the Corporation was held , , which time the recommendation of the Board of Directors for dissolution of the Corporation was read to all shareholders.

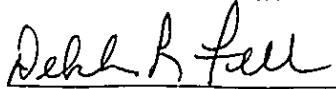
THE UNDERSIGNED, Secretary of the Corporation does hereby certify that a Motion was carried unanimously to adopt the recommendation of the Board of Directors and the Motion made and duly seconded by the shareholders that the Corporation be dissolved immediately.

THE CORPORATION'S attorney was directed to prepare Articles of Dissolution for submission to the Officers for signatures.

IN WITNESS WHEREOF, the undersigned have set his hand this 16 day of December, 1996.


Mark S. Buchanan
Secretary

The foregoing instrument was acknowledged before me this 16 day of December, 1996 by Mark S. Buchanan who is personally known to me and who did take an oath and attested to the fact that the contents of the Certificate were accurate and correct.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



DEBORAH LYNN FRECK
MY COMMISSION # CC450988 EXPIRES
April 5, 1999
BONNEVILLE TROY FAIR INSURANCE, INC.

WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

I, the undersigned representing all of the shareholders of J.D.W.M., INC.
do hereby Waive notice of the Special Meeting of the Shareholders held the 16 day of December,
1996 at the offices of Mark S. Buchanan, 317 Riveredge Blvd., Cocoa, Florida, 32922.



MARK S. BUCHANAN
SECRETARY