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P.O. Drawer 4888
West Palm Beach, FL 33402-4888

Olivia M. Kendrick
Certified Legal Assistant

January 31, 1996

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Julia
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
P.O. #548

100001705431
-02/02/96--01061--016
*****70.00 *****70.00

Re: JBF II, INC., a Florida corporation - Articles of Incorporation/Fund No. 15094

Dear Julia:

Please find enclosed Articles of Incorporation for JPF II, INC., a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by federal express. This must be filed upon receipt.

Please advance funds for this filing and bill us for your fees for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

Lois M. Kasischke
Lois M. Kasischke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

RECEIVED
9 FEB -2 PM 1:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

56 FEB -2 PM 3:27
RECEIVED
TALLAHASSEE, FLORIDA

Handwritten signature

ARTICLES OF INCORPORATION

OF

JPF II, INC.,

a Florida corporation

Article I

Name

The name of the corporation is JPF II, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation 555 South Federal Highway, Suite 350, Boca Raton, FL 33432. The initial registered office of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation shall be 555 South Federal Highway, Suite 350, Boca Raton, FL 33432 and the name of the initial registered agent of this corporation at the address is Fred DeFalco.

Article VI

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| James King | 4580 NW 24th Way Boca Raton, FL 33431 |
| Fred DeFalco | 2723 Timbercreek Circle Boca Raton, FL 33431 |
| Charles Shane | 555 South Federal Highway Suite 350 Boca Raton, FL 33432 |

Article VII

Incorporators

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

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Fred DeFalco | 2723 Timbercreek Circle Boca Raton, FL 33431 |

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida

Business Corporation Act.

Article IX

Indemnification

Section 1. Terms used in this Article IX shall have the meanings ascribed to them in Section 607.0850, Florida Statutes, or any amended or successor section of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Section 607.0850(7), Florida Statutes, or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Director of the Corporation, the estimated expense of litigating the proceeding to conclusion; provided, however that the Corporation shall not, under this Section 2 or Section 4 of these Articles of Incorporation, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (a) a violation of the criminal law, unless the officer, Director, employee or agent

had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or

(b) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly; or

(c) in the case of a Director, a circumstance under which the liability provisions of Section 607.0834, Florida Statutes, governing a Director's liability for unlawful distribution to Shareholders, are applicable; or

(d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article IX and despite any contrary determination of the Board of Directors or, if applicable, the shareholders of the Corporation, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification, advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Section 607.0850, Florida Statutes, or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred

in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article IX.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article IX or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b) of this Article IX. The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advance of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article IX.

Section 4. Section 2 of this Article IX shall not be construed to mean that indemnification by the Corporation pursuant to Section 607.0850(7), Florida Statutes, is not permitted. Subject nevertheless to the limitations of Section 2 of this Article IX, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders of the Corporation, if any, or disinterested Directors, or otherwise, both as to

actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article IX shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article IX. Such determination shall be made:

(a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) Selected by the Board of Directors prescribed in Section 5(a) of this Article IX or the committee prescribed in Section 5(b) of this Article IX, or

(ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) of this Article IX and the committee cannot be designated for purposes of Section 5(b) of this Article IX, independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or

(d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is

obtainable, by a majority vote of a quorum of the shareholders including, if applicable, shareholders who were parties to such proceeding as well as shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX.

Section 7. Indemnification and/or advancement of expenses as provided in this Article IX shall continue, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article IX shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section 9. Nothing in this Article IX is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's officers and

Directors.

Article X

Amendment

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 shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when the corporation shall commence shall be January 28, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of January, 1996.



FRED DEFALCO
Incorporator

STATE OF FLORIDA

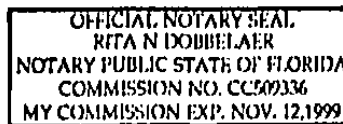
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared FRED DEL'ALCO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of January, 1996.


NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expires: _____

(NOTARIAL SEAL)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

JPF II, INC.

2. The name and address of the registered agent and office is:

Fred DeFalco

(NAME)

555 South Federal Highway, Suite 350

(STREET ADDRESS)

Boca Raton, FL 33432

(CITY/STATE/ZIP)

By: Fred DeFalco

FRED DEFALCO

TITLE Incorporator

DATE January 31, 1996

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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Fred DeFalco
FRED DEFALCO

DATE January 31, 1996

JPFII.az