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MC GUIRE WOODS
BATTLE & BOOTHIE

Barnett Center
Suite 2750, 50 North Laura Street
Jacksonville, Florida 32202-3635
Telephone/TDD (904) 798-3200 • Fax (904) 798-3207

January 5, 1996

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****122.50 ****122.50

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
409 East Gaines St.
Tallahassee, FL 32314

RECEIVED
Feb. 6, 1996

RE: J&M Services, Inc.
MWBB File No.: 2013204-0001

Dear Sir/Madam:

Please find enclosed original Articles of Organization for filing along with this firm's check in the amount of \$122.50 for this service. Please certify the enclosed copy of the Articles and return to this office.

If you should have any questions, please contact this office and thank you for your assistance in this matter.

Sincerely,

Lynne M. Reynolds

Lynne M. Reynolds,
Secretary to Adam J. Buss

/lmr
Enclosure

789,633
671
696-881

FILED
96 FEB -8 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/8/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

LYNNE M. REYNOLDS
50 N LAURA ST SUITE 2750
JACKSONVILLE, FL 32202-3635

SUBJECT: J & M SERVICES, INC.
Ref. Number: W9600000881

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96 FEB -8 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
Feb. 6, 1996

We have received your document for J & M SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00001445

ARTICLES OF INCORPORATION
OF
JONMAC, INC.

FILED

96 FEB -8 PM 1:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE

Feb. 6, 1996

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Jonmac, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is Summit Tower, 11 Greenway Plaza, Suite 2902, Houston, Texas 77046.

Section 1.3 Mailing Address. The mailing address of the corporation is Summit Tower, 11 Greenway Plaza, Suite 2902, Houston, Texas 77046.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of voting common stock having a par value of \$.01 (one cent) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 6420 Southpoint Parkway, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Steven R. Settles.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Jones, Jr.	Summit Tower, 11 Greenway Plaza, Suite 2902, Houston, Texas 77046
Ira Wayne McConnel	Summit Tower, 11 Greenway Plaza, Suite 2902, Houston, Texas 77046
Barry K. Henry	6420 Southpoint Parkway Jacksonville, Florida 32216
Steven R. Settles	6420 Southpoint Parkway Jacksonville, Florida 32216

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Gresham R. Stoneburner

ADDRESS

50 N. Laura Street, Suite 2750,
Jacksonville, Florida 32202

ARTICLE IX

INDEMNIFICATION

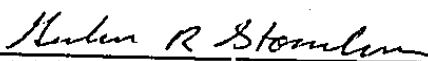
Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

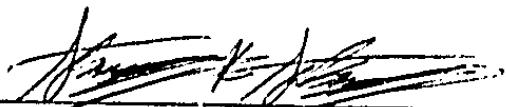
Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6 day of February, 1996.


Gresham R. Stoneburner, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



Steven R. Sefton, Registered Agent

Date: 1/2/96

FILED
96 FEB - 8 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA