

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Jennifer Cap. Conn
 delete RA from
 RA accp.
 PH*

OK 4/11/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>[Signature]</i>	_____	_____

WALK-IN Will Pick Up 4/11 1:00

RE: JOCR, FILED

96 APR 11 PM 1:41

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

200001777162
 -04/11/96--01088--009
 ****122.50 ****122.50

Name Reservation _____
 Annual Report/Finstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s. _____ Copies _____

Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

JOCR, INC.

FILED

96 APR 11 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JOCR, INC.

RECEIVED
4-9-96

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the general insurance consulting business and to engage in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock. The number of shares to be issued to the initial subscribers and the consideration to be furnished for those shares are as follows:

SUBSCRIBER

NUMBER OF SHARES

Joseph P. Crescio

100

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation.

**ARTICLE V - PRINCIPAL ADDRESS,
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 309 Triton Court, Indian Harbour Beach, Florida 32937. The street address of the initial registered office of this corporation is James H. Fallace, P.A., 1900 South Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Joseph P. Crescio	309 Triton Court Indian Harbour Beach, FL 32937

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles and initially subscribing to the capital stock is:

<u>NAME</u>	<u>ADDRESS</u>
Joseph P. Crescio	309 Triton Court Indian Harbour Beach, FL 32937

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

**ARTICLE IX - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each an every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested.

ARTICLE XIV - 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 shareholders is subject to this reservation.

ARTICLE XV - DIVIDENDS ON COMMON STOCK

The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XVI - AFFILIATED TRANSACTIONS

The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1991), as amended from time to time or any corresponding provisions of Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of April, 1996.



JOSEPH P. CRESCIO

STATE OF FLORIDA,
COUNTY OF BREVARD,

The foregoing instrument was acknowledged before me this 9th day of April, 1996 by JOSEPH P. CRESCIO who is personally known to me or who has produced Fla. Driver License identification and who did take an oath.



SHELLY WILLBANKS
MY COMMISSION # CC329817 EXPIRES
November 11, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida at Large
My Commission Expires:

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

FILED

96 APR 11 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

JOCR, INC.

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

James H. Fallace
1900 So. Hickory Street
Melbourne, Florida 32901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James H. Fallace

4/10/96
Date