

P960000041238  
LETTER OF TRANSMITTAL

To: Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

In Re: JELCOR CORPORATION INC.

SECRETARY OF STATE  
-05/03/96 - 01006--001  
\*\*\*\*140.00 \*\*\*\*\*0.00

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for JELCOR CORPORATION INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

JELCOR CORPORATION INC.  
Jerry Prather Jr.  
30 Oakwood Dr.  
Thonotosassa, Florida 33592  
813-752-7090

FILED  
96 MAY -8 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL MAY 14 1996

ARTICLES OF INCORPORATION  
of  
JELCOR CORPORATION INC.

FILED  
96 MAY -8 PM 3:22  
FLORIDA SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

**ARTICLE I CORPORATE NAME**

The name of the corporation shall be:

JELCOR CORPORATION INC.

**ARTICLE II DURATION**

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

**ARTICLE III PURPOSE**

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT**

The principal office address of said corporation shall be:

30 Oakwood Dr.  
Thonotosassa, Florida 33592

The mailing address of said corporation shall be:

Same

The name and street address of the Initial Registered Agent of this corporation is:

Jerry Prather Jr.  
30 Oakwood Dr.  
Thonotosassa, Florida 33592

#### **ARTICLE V CAPITAL STOCK**

The corporation is authorized to issue (2500) Twenty Five Hundred shares of Common Stock which shall be designated "Common Shares". All or any part of said shares may be issued by this corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

This corporation shall have four director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation are as follows:

Jerry Prather Jr. President and Treasurer  
30 Oakwood Dr. Thonotosassa, Florida 33592  
Edward Hanshaw Jr. CFO, Secretary  
1832 Richmond Rd. Lakeland, Fl. 33803  
Larry Lynch, Chief Operating Officer  
7318 Canal Blvd. Tampa, Florida 33615  
Julian Beeman, National Vice President  
1216 W. Patterson St. Lakeland, Florida 33803

#### **ARTICLE VII INCORPORATORS**

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

Jerry Prather Jr. President and Treasurer  
30 Oakwood Dr. Thonotosassa, Florida 33592

### **ARTICLE VIII INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes:

- (a) a director's duty of loyalty to the corporation or its stockholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation;
- (d) a transaction from which the director derived an improper personal benefit.

**IN WITNESS WHEREOF**, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 10 day of April

19 96

Jerry Reith for  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**FILED**  
26 MAY -8 PM 3:22  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT  
OF**

**JELCOR CORPORATION INC.**

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 Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

Jerry Prather Jr.  
30 Oakwood Dr.  
Thonotosassa, Florida 33592

**ACKNOWLEDGMENT**

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, Jerry Prather Jr., hereby accept the appointment as Registered Agent and agree to act in this capacity. I, Jerry Prather Jr., 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.

  
Registered Agent