

P96000049138

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

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96 JUN 07 AM 11:58
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818 WALKER, SUITE 800
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June 6, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

REPLY TO:

Miami

Re: JACKSON HILL CORP.
Our File No. 94-1056

200001855982
-06/07/96--01069--019
****122.50 ****122.50

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of Jackson Hill Corp., a Florida corporation. Also enclosed is a check in the amount of \$122.50 for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

/jwb
Enclosures

WFWIN-42127

PH 6/10/96

ARTICLES OF INCORPORATION
OF
JACKSON HILL CORP.

FILED
96 JUN -7 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Jackson Hill Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

JACKSON HILL CORP.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

3365 Sea View Street
Sarasota, Florida 34239

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKE&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Graham Hildebrand	3365 Sea View Street Sarasota, Florida 34239
Thomas C. Hildebrand	14 High Meadow Lane Hill Stream, Newark, DE 19711

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sylvan Holtzman	2601 S. Bayshore Drive Suite 600 Miami, Florida 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any

action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 6 day of June, 1996.


Sylvan Holtzman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

**JUL -7 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That JACKSON HILL CORP. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named HKE&F Registered Agent Corp. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Sylvan Holtzman, President
HKE&F Registered Agent Corp.

P96000049138

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

1000 BAYVIEW BLVD., SUITE 1000

MIAMI, FLORIDA 33131

MIAMI, FLORIDA 33131

TELEPHONE (305) 571-1111

TELEFAX (305) 571-1111

LIANA SIGAL
OF COURSE

July 30, 1996

NEW YORK OFFICE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 251-1111
TELEFAX (407) 251-1111

HOUSTON OFFICE
HOUSTON, TEXAS 77002
TELEPHONE (713) 221-1111
TELEFAX (713) 221-1111

REPLY TO
Miami

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Jackson Hill Corp.
File No. 94-1056

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Amendment to Articles of Incorporation of Jackson Hill Corp., a Florida profit corporation. Also enclosed is our check in the amount of \$87.50 made payable to the Department of State for payment of the filing and certified copy fees.

Please file the Articles as per the regular procedures and kindly return the certified copy in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

vs AUG 6 1996

/jwb
Enclosures

Amend

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 31 AM 10:27

APPROVED
AND
FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JACKSON HILL CORP.

RECORDED
JUN 27 1996
JUN 27 1996

- 1 The name of the corporation is JACKSON HILL CORP. (the "Corporation")
- 2 The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article II of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE II ADDRESS"

"The mailing address of the corporation is:

**14 High Meadow Lane
Hill Stream, Newark, DE 19711"**

3. These Articles of Amendment were adopted on the 13th day of June, 1996 by the Corporation's shareholders with a sufficient number of votes to approve the same in accordance with the Corporation's Articles of Incorporation and Bylaws and with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Thomas C. Hildebrand, President of the Corporation, has caused these Articles of Amendment to be executed on this 13th day of June, 1996.

WITNESS:

Sign: Gloria C. Hildebrand

By: Thomas C. Hildebrand
Thomas C. Hildebrand, President

Print: Gloria C. Hildebrand