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July 8, 1996

Secretary of State -
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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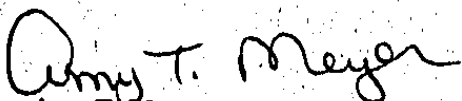
Re: Joe & Jim Enterprises

To Whom It May Concern:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named corporation. Once the Articles have been filed, please return the copy of same to us.

If you have any questions, please call us. Thank you.

Sincerely,



Amy T. Meyer
Legal Assistant

/atm

Enclosures: As stated.

FILED
96 JUL 22 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

63-7/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 12, 1996

AMY T. MEYER
1004 JENKS AVE
PANAMA CITY, FL 32401

SUBJECT: JOE & JIM ENTERPRISES
Ref. Number: W96000014589

We have received your document for JOE & JIM ENTERPRISES 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The designation of the registered agent must be at a Florida street address.

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: 796A00033920

ARTICLES OF INCORPORATION
OF
JOE & JIM ENTERPRISES, INC.

FILED
96 JUL 22 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this corporation shall be:

JOE & JIM ENTERPRISES, INC.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on the date of filing and have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have the power:

(a) To have a corporate seal, which may be altered at will, and to use it or a facsimile of it, or by impressing or affixing it or in any other manner reproducing it;

(b) To purchase, receive, or lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;

(d) To lend money to, and use its credit to, assist its officers and employees in accordance with Section 607.0833, Florida Statutes;

(e) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

(f) To make contracts, guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is

owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(h) To conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) To transact any lawful business that will aid governmental policy;

(m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting to the

stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Preemptive Rights

The Stockholders of the Corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholder of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Principal Place of Business, Registered Office and Registered Agent

The street address of the corporation's principal place of business is 20225 Front Beach Road, Panama City Beach, FL 32413; the street address of the corporation's initial registered office is 20225 Front Beach Road, Panama City Beach, FL 32413, and the

name of the corporation's initial registered agent at such address is JOE SIMPSON. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII

This corporation shall have two (2) 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 director of the corporation is:

<u>Name</u>	<u>Address</u>
Joe Simpson, Secretary	7413 Wellesley Garland, Texas 75044
Jim McGuire, President	2802 Woods Lane Garland, Texas 75044

ARTICLE IX

Incorporators

The name and address of the Incorporator of this Corporation is as follows:

JIM MCGUIRE
2802 Woods Lane
Garland, TX 75044

ARTICLE X


Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation

in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. Further I have executed these Articles for the uses and purposes herein state.


JIM MCGUIRE
INCORPORATOR


JOE SIMPSON
INCORPORATOR/REGISTERED AGENT

STATE OF Tx
COUNTY OF Dallas

BEFORE ME, the undersigned authority, personally appeared JIM MCGUIRE and JOE SIMPSON, to me personally known or who have produced driver's license as identification, who acknowledged to and before me that they are the persons described in and who executed the foregoing instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this, the 2nd day of July, 1996.




NOTARY PUBLIC

96 JUL 22 AM 11:36
SECRETARY OF STATE
TAMPAHSEE FLORIDA

FILED