

P96000067670

July 19, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
95 AUG 12 PM 3:33

Re: J & W PRODUCTS, INC.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$122.50 for filing fees, registered agent designation and certified copy.

FROM: MICHAEL L. WILLIAMS
1253 OLD MILL ROAD
ORLANDO, FLORIDA 32806

(407) 851-3540

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**ARTICLES OF INCORPORATION
FOR
J & W PRODUCTS, INC.**

I, the undersigned, being a natural person and competent to contract, do hereby subscribe to and adopt the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
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ARTICLE I

The name of the corporation shall be:

J & W PRODUCTS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general nature of business to be transacted by the corporation, which shall include without limitation the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida General Corporation Act, as follows:

To engage in the business of wholesale sales of consumer products. Additionally, the corporation is authorized to engage in business activities of every legal type whether or not related to the foregoing, and further, the corporation shall without limitations upon any of the foregoing, have the power to do any or all of the following:

- A. Deal in realty and personalty so as to purchase, or otherwise acquire, invest in, own, mortgage, pledge, sell, lease, assign, transfer, trade in and deal in goods, wares, merchandise, and property of every class and description; and
- B. To acquire and pay for, in cash, stock, bonds or other negotiable assets of any person, firm, association or corporation, as well as undertake or assume liabilities of such entity or entities; and
- C. To manage assets of others as well as its own; and
- D. To lend money as well as to borrow money in the promotion or conduct of its business; and

- E To establish offices, branch offices, divisions, and other operations and holdings or dealings of every nature within or without the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is ten thousand (10,000), all of which shall be common shares with a par value of \$.01 per share. All such stock when issued shall be issued as fully paid and exempt from assessment.

ARTICLE V

The street address of the initial principal office and place of business of the corporation shall be 185 Drennen Rd., Suite 321, Orlando, Florida 32806 and the registered agent shall be Michael L. Williams, whose address is 1253 Old Mill Road, Orlando, Florida 32806.

ARTICLE VI

The initial Board of Directors of this corporation shall consist of one member and thereafter shall be consistent with the by-laws if such should become at variance with this number.

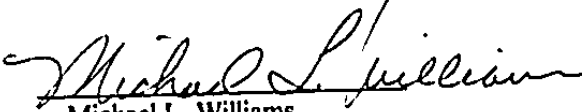
ARTICLE VII

The name of the first member of the Board of Directors is Michael L. Williams with the same address as first reflected above in Article V.

ARTICLE VIII

The person as signatory below, subscribing to these Articles of Incorporation is the same as the registered agent reflected above in Article V and who is familiar with the duties of a registered agent, and he does accept and agree to act in this capacity and further he does agree to comply with the provisions of all statutes relative to the proper and complete performance of the registered agent for this corporation.

IN WITNESS WHEREOF I have made and subscribed to the Articles of Incorporation this
19th day of July, 1996


Michael L. Williams
Incorporator/Registered Agent