

SENT BY: CARLTON FIELDS

: 8-23-00 : 10:48 :

CARLTON FIELDS

I# 170

08/23/96 FLORIDA DIVISION OF CORPORATIONS  
((H96000011796)) PUBLIC ACCESS SYSTEM 10:01 AM  
TO: DIVISION OF CORPORATIONS FROM: CARLTON, JR. DEPT ST. PETERSBURG  
DEPARTMENT OF STATE 1 PROGRESS PLAZA, BARNETT TOWER  
STATE OF FLORIDA SUITE 2300  
409 EAST GAINES STREET ST. PETERSBURG FL 33701-0000  
TALLAHASSEE, FL 32399 CONTACT: ANNE V ELLIS  
FAX: (904) 922-4000 PHONE: (813) 821-7000  
FAX: (813) 822-3768  
((H96000011796))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: JW FINANCIAL, INC.  
FAX AUDIT NUMBER: H96000011796 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/23/1996 TIME REQUESTED: 10:01:47  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 9 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075364003002

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ENTER SELECTION AND <CR>:  
Menu: <Ctrl R-Shift>

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96 AUG 23 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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08/23/96 8:28 AM  
80:III, 828950

Carleton, Jr.

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: 8-23-96 : 10:12 :

CARLTON FIELDS

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## CARLTON FIELDS ATTORNEYS AT LAW

1000 BAYVIEW TOWER, ONE PINCHERIA PLAZA  
200 CENTRAL AVENUE, SUITE 2300  
ST. PETERSBURG, FLORIDA 33701-4352

MAILING ADDRESS:  
P.O. BOX 2841, ST. PETERSBURG, FL 33731-2841  
TEL (813) 821-7000 FAX (813) 823-3768

**DATE:** August 23, 1996  
**TO:** Division of Corporations; Attn: Lorin Poole  
**COMPANY:** Secretary of State of Florida  
**TELEPHONE NO.:** 904-487-6934  
**TELECOPIER TEL. NO.:** 904-922-4000  
\*\*\*\*\*  
**FROM:** David R. Punzak  
**CLIENT/MATTER NO.:** JW FINANCIAL, INC.  
**TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER)** 3  
**MESSAGE:** please see attached

\*\*\*\*\*  
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(813) 821-7000

TELECOPIER OPERATOR: mary maxwell

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16 AUG 21 AM 7:55  
CARLTON FIELDS

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.  
TAMPA ORLANDO MUNICIPAL TALLAHASSEE WEST PALM BEACH ST. PETERSBURG

SENT BY: CARLTON FIELDS

: 8-23-96 : 10:10 :

CARLTON FIELDS

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Martham  
Secretary of State

August 23, 1996

CARLTON FIELDS OF ST. PETERSBURG  
ST. PETERSBURG, FL  
SUBJECT: JW FINANCIAL, INC.  
REF: M96000017805

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Loria Poole  
Corporate Specialist

FAX Aud. #: M96000011796  
Letter Number: 596A00040186

SENT BY:CARLTON FIELDS

: 8-20-96 : 10:10 :

CARLTON FIELDS

1# 2/ 3

## CARLTON FIELDS

ATTORNEYS AT LAW

MARINER TOWER, ONE PROGRESS PLAZA  
300 CENTRAL AVENUE, SUITE 2300  
ST. PETERSBURG, FLORIDA 33701-4152

MAILING ADDRESS:  
P.O. BOX 2861, ST. PETERSBURG, FL 33731-2861  
TEL (813) 821-7000 FAX (813) 822-3768

August 23, 1996

Via Facsimile 904-922-4000  
Loria Poole  
Corporate Specialist  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

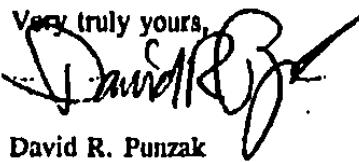
Re: JW Financial, Inc.  
Ref: W96000017805  
Fax Aud. #: H96000011796  
Letter Number: 596A00040186

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Poole:

Reference is made to your letter to this firm, dated August 23, 1996, a copy of which is attached. In response to your letter, I submit, both as counsel for, and incorporator of, JW Financial, Inc., that I am aware of the existence of a Florida corporation named "J & W Finance, Inc.", and with such knowledge, I herewith request your office to file the Articles of Incorporation, as referenced above, electronically transmitted to you earlier today, in the name of "JW Financial, Inc." Upon the filing of such Articles of Incorporation by your office, please transmit electronically to me at 813-822-3768, a certificate as to such filing.

Please call me at (813) 821-7000, if you have any further questions.

Very truly yours,  


David R. Punzak

DRP:mm  
Enclosure

cc: Via Facsimile 535-0350  
John Kavanagh, President  
JW Financial, Inc.

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SENT BY:CARLTON FIELDS

: 8-23-06 : 10:40 :

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ARTICLES OF INCORPORATION  
OF  
JW FINANCIAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agree to the following:

ARTICLE I - NAME

The name of the Corporation shall be JW FINANCIAL, INC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

This instrument prepared by:  
David R. Punzak, Florida Bar No. 0473170  
Carlton, Fields, Ward, Emmanuel  
Smith & Cutler, P.A.  
Barnett Tower, 20th Floor  
200 Central Avenue  
St. Petersburg, Florida 33701  
Phone (813) 821-7000  
Fax (813) 822-3768

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Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 7183 - 123rd Circle North, Largo, Florida 33773.

**ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 7183 - 123rd Circle North, Largo, Florida 33773.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Barnett Tower, 20th Floor, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be DAVID R. PUNZAK.

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**ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VIII - BOARD OF DIRECTORS**

**Section 1.** The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

**Section 2.** The initial Board of Directors of the Corporation shall consist of two (2) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
JOHN KAVANAGH	7183 - 123rd Circle North Largo, Florida 33773
WONDEL SMITH, JR.	7183 - 123rd Circle North Largo, Florida 33773

**Section 3.** The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

**Section 4.** Directors shall be elected and hold office as provided in the Bylaws.

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**ARTICLE IX - BYLAWS**

**Section 1.** The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

**Section 2.** The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

**Section 3.** Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

**ARTICLE X - AMENDMENTS**

**Section 1.** The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

**Section 2.** The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

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A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to

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adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

**Section 3.** The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

**Section 4.** If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

#### ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

Name	Address
DAVID R. PUNZAK	200 Central Avenue Barnett Tower, 20th Floor St. Petersburg, Florida 33701

#### ARTICLE XII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

**Section 1.** Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated

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transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

**Section 2.** Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 23<sup>rd</sup> day of August, 1996.



DAVID R. PUNZAK - Incorporator

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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **JW FINANCIAL, INC.**

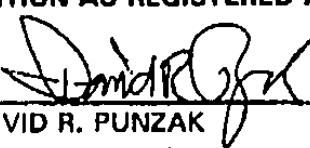
2. The name and address of the registered agent and office is: **DAVID R. PUNZAK  
200 Central Avenue  
Barnett Tower, 20th Floor  
St. Petersburg, FL 33701**

SIGNATURE: 

DAVID R. PUNZAK

TITLE: **Incorporator**DATE: August 23, 1996

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.

SIGNATURE: 

DAVID R. PUNZAK

DATE: August 23

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1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Mail this postcard to people and businesses that send you mail**

Please send mail to my new address beginning: **0 9 0 2 9 7**  
Month Day Year

My Name (Last Name, First Name, Middle Initial)

**J.W.FINANCIAL, INC.**

Old Complete Street Address, PO Box, or Rural Route and RR Box No

**7183 - 123rd CIRCLE NORTH**

City or Post Office

**LARGO,**

Apartment/Suite No

ZIP Code or ZIP+4  
**33773**

New Complete Street Address, PO Box, or Rural Route No. and Box No

**1560 GULF BLVD.**

City or Post Office

**CLEARWATER,**

Apartment/Suite No

ZIP Code or ZIP+4  
**1705**

Account Number (If Applicable)

**John Kavanagh, Pres.**

New Telephone No. (Optional)

**813 323 4609**

Signature

*John Kavanagh, Pres.*

Today's Date

**09 02 97**

Month Day Year

PS Form 3576, February 1995

Recipient: Be sure to record the above new address

*(Signature)*  
*1/24*

PA 96000070592

J.W.FINANCIAL, INC.  
1560 GULF BLVD #1705  
CLEARWATER, FLORIDA 33767

Oct. 18, 1997

FLORIDA DEPARTMENT OF STATE  
Div. of Corporations  
P.O.BOX 6327  
Tallahassee, FL 32314

RE: J.W.FINANCIAL, INC. doc.no. 96000070592

Loria Poole,

Enclosed is a copy of the Corporate Annual Report for  
J.W.Financial, Inc. (FEI) 59-3252869.

Also, enclosed is a change of address notice.

Thank You,

  
John H. Kavanagh, Pres.

Kavanagh  
10/21