

SENT BY: CARLTON FIELDS

8-23-96 10:48

CARLTON FIELDS

1# 1/ 0

0/23/96

FLORIDA DIVISION OF CORPORATIONS

10:01 AM

PUBLIC ACCESS SYSTEM

((H96000011796))

TELEPHONE FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CARLTON, FIELDS OF ST. PETERSBURG
1 PROGRESS PLAZA, HARNETT TOWER
SUITE 2300
ST. PETERSBURG FL 33701-0000

FAX: (904) 922-4000

CONTACT: ANNE V ELLIS

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

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000011796))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

pcANYWHERE Online

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

NA
H96-17805

8/26

RECEIVED

80:11: 820700

CLERK

SENT BY: CARLTON FIELDS

: 8-23-96 : 10:12 :

CARLTON FIELDS-

1 / 3

CARLTON FIELDS

ATTORNEYS AT LAW

MARKETT TOWER, ONE PICKERIE PLAZA
200 CENTRAL AVENUE, SUITE 2100
ST. PETERSBURG, FLORIDA 33701-4352

MAILING ADDRESS:
P.O. BOX 2861, ST. PETERSBURG, FL 33701-2861
TEL (813) 821-7000 FAX (813) 821-5768

DATE: August 23, 1996
TO: Division of Corporations; Attn: Loria 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

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone (if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

WE ARE TRANSMITTING FROM A XEROX 7021 FAX MACHINE

IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
(813) 821-7000

TELECOPIER OPERATOR: mary maxwell

RECEIVED
AUG 23 10:11 AM '96
DIVISION OF CORPORATIONS

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

MIAMI

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham

Secretary of State

August 23, 1996

CARLTON FIELDS OF ST. PETERSBURG

ST. PETERSBURG, FL

SUBJECT: JW FINANCIAL, INC.

REF: W96000017805

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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000011796
Letter Number: 596A00040186

CARLTON FIELDS

ATTORNEYS AT LAW

BARNETT TOWER ONE PROGRESS PLAZA
200 CENTRAL AVENUE, SUITE 2500
ST. PETERSBURG, FLORIDA 33701-4192

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

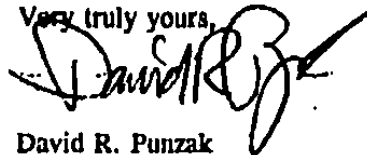
FILED
96 AUG 23 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

5965564.1

H96000011796

ARTICLES OF INCORPORATION**OF****JW FINANCIAL, INC.****FILED**
96 AUG 23 PM 4:31
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

S#88556.1

H96000011796

H96000011796

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.

S#86556.1

H96000011796

H96000011796

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.

S#86558.1

H96000011796

H96000011796

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:

S#86556.1

H96000011796

H96000011796

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

S#86658.1

H96000011796

H96000011796

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:

<u>Name</u>	<u>Address</u>
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

S#88556.1

H96000011796

H96000011796

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 23rd day of August, 1996.


DAVID R. PUNZAK - Incorporator

S#88558.1

H96000011796

H96000011790

**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

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

S#86556.1

H96000011796

P96000070592

Mail this postcard to people and businesses that send you mail

Please send mail to my new address beginning: 09 | 02 | 97 |
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

Apt./Suite No

City or Post Office

LARGO,

State
FL

ZIP Code or ZIP+4
33773

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

1560 GULF BLVD.

Apt./Suite No

1705

City or Post Office

CLEARWATER,

State
FL

ZIP Code or ZIP+4
33767

Account Number (If Applicable)

John Kavanagh, Pres.

New Telephone No. (Optional)

(813) 323 4609

Signature

John Kavanagh

Today's
Date

09 | 02 | 97 |
Month Day Year

PS Form 3576, February 1995

Recipient: Be sure to record the above new address

1/24

PA6000070592

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.

Key
10/21