

D96000070594

TREISER, KOBZA & VOLPE, CHD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
Suite 330
Naples, Florida 33940
Telephone (941) 649-4900
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Thomas A. Collins, II *
Kent A. Johanson **
Catherine E. Kildon
Kim Patrick Kobza ◊
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William L. Rogers
Richard M. Treiser
Michael J. Volpe *

Richard A. Shapack ◊
of Counsel

* Also admitted in Kentucky
** Also admitted in Iowa
◊ Also admitted in Michigan
† Board Certified
Tax Attorney
* Also admitted in New York

August 13, 1996

Return to
P L U A S A P

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: JB 1, INC.
Our File Number: 3472.001
Member Number: 5004

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for JB 1, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee for the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Paralegal
For The Firm

Enclosures

* Firms transactions correspondence letter to the fund for filing articles of incorporation (11b)

RECEIVED
US 16 AM 8:03
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 25 AM 9:04

789,503,671
2/96-17/97

D. BROWN AUG 26 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

96 AUG 26 AM 8:30
DIVISION OF CORPORATION

August 16, 1996

ATTORNEYS TITLE INSURANCE FUNE
660 JEFFERSON STREET
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: JB 1, INC.
Ref. Number: W96000017197

We have received your document for JB 1, INC. 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 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 996A00039087

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* Also admitted in Kentucky
** Also admitted in Iowa
† Also admitted in Michigan
‡ Board Certified
Tax Attorney
• Also admitted in New York

August 20, 1996

← *Return to
FIR ASAP*

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: **JB America, Inc.**
Our File Number: 3472.001
Member Number: 5004

Dear Sir or Madam:

Thank you for your letter of August 16, 1996 relative to the Articles of Incorporation for JB I, Inc. Enclosed you will find newly prepared Articles of Incorporation for JB America, Inc. together with the letter from the Florida Department of State. Please deliver these Articles to the Secretary of State for filing as soon as possible. Also is our check in the sum of \$10.00 to pay your invoice number 13-96-004103.

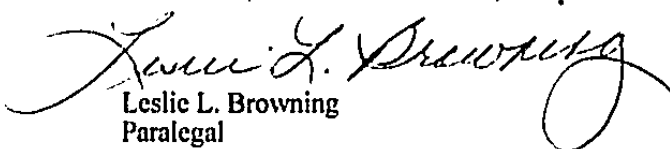
Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for any additional handling fees.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.


Leslie L. Browning
Paralegal
For The Firm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 AM 9:04

ARTICLES OF INCORPORATION

OF

JB AMERICA, INC.

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is JB AMERICA, INC. The address of the Corporation is 1364 Cypress Woods Drive, Naples, Florida 34103.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI
INCORPORATOR

The name and address of the sole Incorporator is Jeffrey A. Barnett, 1364 Cypress Woods Drive, Naples, Florida 34103.

ARTICLE VII
BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII
BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have two (2) Directors initially, and the name and address of such initial Directors are as follows:

Mr. William Barnett
2750 Treasure Lane
Naples, Florida 34103

Mr. Jeffrey A. Barnett
1364 Cypress Woods Drive
Naples, Florida 34103

ARTICLE IX
CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X
SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

SECRET
DIVISION OF STATE
96 AUG 26 AM 9:04

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Jeffrey A. Barnett and the address of the registered office is 1364 Cypress Woods Drive, Naples, Florida 34103.

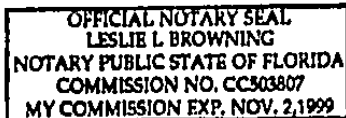
IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 19th day of August, 1996.

Catherine S. Koon
William A. Koon

Jeffrey A. Barnett
JEFFREY A. BARNETT

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of August, 1996 by JEFFREY A. BARNETT, who is personally known to me (or has produced _____ as identification) and did take an oath.



Leslie L. Browning
Notary Public

Typed, Printed or Stamped Name
Commission No: _____

My Commission Expires: _____
My Commission No. is: _____

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 19th day of August, 1996.

Jeffrey A. Barnett
JEFFREY A. BARNETT