

P96 00 0084587  
TRANSMITTAL LETTER

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

SUBJECT: JanBar, Inc.  
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate

\$122.50  
Filing Fee &  
Certified Copy

\$131.25  
Filing Fee,  
Certified Copy &  
Certificate

ADDITIONAL COPY REQUIRED

FROM: Janet Lee Paczkowski  
100 Second Avenue South, Ste 102  
St. Petersburg, Florida 33701  
(813) 898-1900

900001961439  
-10/01/96--01138--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OCT 2 1996

BSB

623

W96-20801

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 14 PM 1:19

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 2, 1996

JANET LEE PACZKOWSKI  
100 SECOND AVENUE SOUTH  
SUITE 102  
ST. PETERSBURG, FL 33701

SUBJECT: JANBAR, INC.  
Ref. Number: W96000020801

We have received your document for JANBAR, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 996A00045083

**ARTICLES OF INCORPORATION  
OF**

**JanBar, Inc.**

**FILED**

96 OCT 14 PM 1:20

STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is **JanBar, Inc.**

**ARTICLE II - CORPORATE EXISTENCE**

The existence of the Corporation is perpetual.

**ARTICLE III - PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is **100 Second Avenue South, Suite 102, St. Petersburg, Florida 33701.**

The mailing address shall be **100 Second Avenue South, Suite 102, St. Petersburg, Florida 33701.**

**ARTICLE IV - SHARES**

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have a right to vote.

**ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial street address of the Corporation's registered office and registered agent is 10732 105th Street North, Largo, Florida 33778. The initial registered agent for the Corporation at that address is Janet Lee Pazkowski.

**ARTICLE VI - PURPOSE**

The purpose of this corporation is to render investment banking and financial

consulting/advising, and to transact any and all other lawful business for which corporations may be incorporated under Chapter 607 of the Florida statutes.

**ARTICLE VII - INCORPORATORS AND INITIAL OFFICERS**

The initial officers of the Corporation shall be as follows:

**Harold C. Barrett (President)**  
**Janet Lee Paczkowski (Secretary and Treasurer)**

The names and street addresses of the incorporator and person signing these articles of incorporation are:

Janet Lee Paczkowski  
10732 105th Street North  
Largo, FL 33778

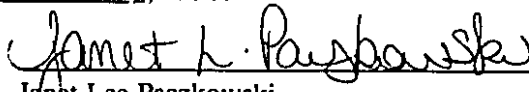
**ARTICLE VIII - RIGHT TO AMEND**

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder for the Corporation as fully as if each shareholder had voted for the change.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of September, 1996.

  
Janet Lee Paczkowski

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: JanBar, Inc.
2. The name and address of the registered agent and office is:

Janet Lee Paczkowski  
10732 105th Street North  
Largo, FL 33778

FILED  
96 OCT 14 PM 1:20  
TALLAHASSEE, FLORIDA

*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.*

Janet Paczkowski  
Signature

September 25, 1996