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CULP ELLIOTT & CARPENTER, P.L.L.C.

"A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION"
ATTORNEYS AT LAW
(704) 372-6322

WILLIAM R. CULP, JR., P.A. *
W. CURTIS ELLIOTT, JR. †
JOHN JOSEPH CARPENTER *
MARGARET K. LEINBACH *
CHRISTOPHER E. HANNUM ‡
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PAUL M. HATTENHAUER †
MARGARET R. KILGORE †

DOUGLAS P. MUNSON
1988 - 1992

SUITE 1500 CARILLON BUILDING
227 WEST TRADE STREET
CHARLOTTE, NORTH CAROLINA 28202
TELEFAX (704) 372-1474

* Licensed in N.C. Only
‡ Licensed in N.C. and Florida Only
§ Licensed in N.C. and S.C. Only
† Licensed in N.C. and Wisc. Only
‡ Licensed in N.C. and Georgia Only

December 6, 1996

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

600002025046--4
-12/10/96--01136--002
*****70.00 *****70.00

Re: JKG Group, Inc.

Dear Division of Corporations Representative:

Please find enclosed two original signed Articles of Incorporation and two original signed Certificate Designating Registered Agent for the above-referenced corporation for filing. Also, enclosed is a check in the amount of \$70.00 for the \$35.00 filing fee for the Articles and \$35.00 filing fee for the Certificate.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely yours,

CULP ELLIOTT & CARPENTER, P.L.L.C.

Donna C. Webb

Donna C. Webb, Paralegal
for Jeffrey D. Barnes

JDB:dw
#27034
Enclosures

FILED
96 DEC 10 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-12-96
KR

**ARTICLES OF INCORPORATION
OF
JKG GROUP, INC.**

FILED
96 DEC 10 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is JKG Group, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose of this corporation is to engage in, and transact any and all lawful business for which the Corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Voting Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 1855 Ionia Street, Jacksonville, Florida 32206. The name of its registered agent at such address is Jay Shinn.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:


1855 Ionia Street
Jacksonville, Florida 32206

ARTICLE VI

INCORPORATOR

The name of the Incorporator is Jeffrey Barnes and the address of the incorporator is CULP ELLIOTT & CARPENTER, P.L.L.C., 227 West Trade Street, Suite 1500, Charlotte, North Carolina 28202.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 26th day of November, 1996.



Jeffrey D. Barnes, Incorporator

STATE OF NORTH CAROLINA)
) SS:
COUNTY OF MECKLENBURG)

BEFORE ME, personally appeared Jeffrey D. Barnes who is personally known to me and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 26th day of November, 1996.

Donna C. Webb
Notary Public State of North Carolina

DONNA C. WEBB
Printed Name of Notary

My Commission Expires:

8/12/97
26727

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Articles of Incorporation, JKG Group, Inc. Has named Jay Shinn, 1855 Ionia Street, Jacksonville, Florida 32206, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Jay Shinn, hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated effective the 26th day of November, 1996.

REGISTERED AGENT:

By: 
Jay Shinn

26731

FILED
96 DEC 10 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA