

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0191 FAX

800-342-8086

**CSC** **networks** **P96000/00666**

ACCOUNT NO. : 072100000032

REFERENCE : 186322 1579E

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : December 12, 1996

ORDER TIME : 2:02 PM

ORDER NO. : 186322-030

EFFECTIVE DATE  
12-11-96

CUSTOMER NO: 1579E

400002028254--3

CUSTOMER: Ms. Sherry Logsdon  
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

DOMESTIC FILING

NAME: JW INVESTMENTS AND HOLDING  
COMPANY II

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
96 DEC 12 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 13 PM 4:09  
DIVISION OF  
TAXATION

EFFECTIVE DATE

12-11-96

ARTICLES OF INCORPORATION

OF

**JW INVESTMENTS AND HOLDING COMPANY II**

**FILED**

96 DEC 12 AM 8:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of JW INVESTMENTS AND HOLDING COMPANY II (hereinafter the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

**ARTICLE I**

**Name**

The name of the Corporation is: **JW INVESTMENTS AND HOLDING COMPANY II.**

**ARTICLE II**

**Effective Date**

These Articles are effective as of **December 11, 1996**, a date which is not more than five (5) business days prior to the date of filing, as provided for in §607.0203 of the Florida Statutes.

**ARTICLE III**

**Business and Activities**

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

**ARTICLE IV**

**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be **Ten Thousand (10,000)** shares, consisting of a single class of common stock having a par value of **\$.01** per share.

**ARTICLE V**  
**Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

**ARTICLE VI**  
**Principal Office**

The address of the Principal Office of the Corporation is **5209 Far Oak Circle, Sarasota, Florida 34238**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VII**  
**Mailing Address**

The mailing address of the Corporation is **5209 Far Oak Circle, Sarasota, Florida 34238**.

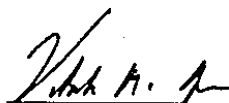
**ARTICLE VIII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is **1201 Hays Street, Tallahassee, Florida 32301**, and the initial Registered Agent at such address is **Corporation Service Company**.

**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is: **Vitauts M. Gulbis, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602**.

**IN WITNESS WHEREOF**, these Articles have been signed by the undersigned incorporator this 11th day of December, 1996.

  
\_\_\_\_\_  
Vitauts M. Gulbis, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, a corporation resident of the State of Florida, having been named in Article VIII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of **JW INVESTMENTS AND HOLDING COMPANY II**.

**DATED**, this \_\_\_\_ day of December, 1996.

**CORPORATION SERVICE COMPANY**

By: Deborah D. Skipper

Deborah D. Skipper, As Agent

**FILED**  
96 DEC 12 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA