

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000/00666

ACCOUNT NO. : 072100000032

REFERENCE : 186322 1579E

AUTHORIZATION :

Patricia Pygott

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 12 PM 4:09
DIVISION OF CORPORATION

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, 160 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