

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

1 INDEPENDENT DRIVE, SUITE 2600

JACKSONVILLE, FLORIDA 32202

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JOHN S. BALL
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ROBERT A. DAWKINS
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JENNIFER R. JUN
JOHN P. WILSON
MICHAEL R. LEAS
MARY ROBINSON
CLAIRE

SUITE 2001
2 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-2801

PLEASE REPLY TO:
JACKSONVILLE OFFICE

96000102101

500002027155--2
-12/12/96-01047--019
***122.50 ***122.50

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

Re: Articles of Incorporation of AJC, Inc.

Dear Sir/Madam:

EFFECTIVE DATE
12-10-96

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of AJC, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. This firm's check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee and a certified copy thereof.

Thank you for your assistance.

Sincerely,

Mary A. Robison
Mary A. Robison

Enclosures
71566

Handwritten signature and scribbles
12/18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 DEC 17 PM 12:05
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1996

FISHER TOUSEY LEAS & BALL
% MARY A. ROBISON
1 INDEPENDENT DRIVE, SUITE 2600
JACKSONVILLE, FL 32202

SUBJECT: AJC, INC.
Ref. Number: W96000026238

We have received your document for AJC, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 996A00055764

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JENNIFER R. JUNKER
JOHN E. LAWLOR, III
MICHAEL R. LEAS
MARY A. ROBISON
CLAY B. TOUSEY, JR.

PLEASE REPLY TO:
JACKSONVILLE OFFICE

December 17, 1996

Federal Express

Loria Poole
Corporate Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Ref. Number: W96000026238

Dear Ms. Poole:

Pursuant to our conversation, I have revised, and am returning to you, the original Articles of Incorporation for Arend James Company, Inc., formally to be known as AJC, Inc. I am also enclosing a copy of your letter dated December 13, 1996, returning these Articles to me.

Confirming our conversation, it is very important to my client that, when the Articles of Incorporation are filed under the new corporate name, the effective date be December 10, 1996, the date which would have been the effective date of the Articles of Incorporation had the original name been available. If, for any reason, this presents a problem, please call me before filing.

Once again, I appreciate your assistance. I look forward to receiving the Articles of Incorporation from you, filed with the Florida Department of State effective December 10, 1996.

Sincerely,

Mary A. Robison
Mary/A. Robison (mm)

MAR/71566
Enclosures

ARTICLES OF INCORPORATION
OF
AREND JAMES COMPANY, INC.

96 DEC 17 PM 12:05
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is AREND JAMES COMPANY, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The location of the principal office of the corporation is yet to be determined. The mailing address of the corporation is 911 Grape Lane, Jacksonville, Florida 32259.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 911 Grape Lane, Jacksonville, Florida 32259, and the name of the initial registered agent of this corporation at that address is Everett James.

ARTICLE V: INCORPORATOR

The names and street addresses of the incorporators of this corporation are:

Russell Arend	Route 2, Box 2220 Highway 121 Glen St. Mary, Florida 32040
Everett James	911 Grape Lane Jacksonville, Florida 32259

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial directors until the first annual meeting of the shareholders are as follows:

Russell Arend	Route 2, Box 2220 Highway 121 Glen St. Mary, Florida 32040
Everett James	911 Grape Lane Jacksonville, FL 32259

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

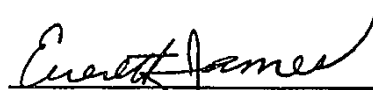
ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, we have made and executed these Articles of Incorporation this ~~10th~~ day of December, 1996.



Russell Arend



Everett James

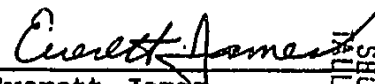
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

That, ~~XXXXXXX~~,
AREND JAMES COMPANY, INC.,
desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the
Certificate of Incorporation, at City of Jacksonville, County of
Duval, State of Florida, has named Everett James, located at 911
Grape Lane, City of Jacksonville, County of Duval, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.


Everett James
(Resident Agent)

98 DEC 17 PM 12:05
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

h/64982