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TO: DIVISION OF CORPORATIONS *Sharon TALA*

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CONTACT: ~~LISA H ROSS~~ *Chris Greene*  
PHONE: (813) 228-8530

ACCT#: 075350000123

FAX #: (813) 221-9122

NAME: JAY'S SYSTEMS, INC.

AUDIT NUMBER.....H97000002688

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

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**ARTICLES OF INCORPORATION**  
**OF**  
**JAY'S SYSTEMS, INC.**

The undersigned, acting as incorporator of JAY'S SYSTEMS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation is:

JAY'S SYSTEMS, INC.

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**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III. DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100,000 shares of Common Stock having a par value of \$.10 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

**ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation is 201 East Kennedy Boulevard, Suite 1000, Tampa, FL 33602. The Corporation's initial registered agent at the registered office is Jeffrey Drew Butt.

Prepared by:  
Jeffrey Drew Butt, Esquire  
201 E. Kennedy Blvd., Suite 1000  
Tampa, FL 33602  
Bar # 0833304  
(813) 228 8530

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**ARTICLE VI. MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and the address of the principal office of the Corporation is 2600 65th Avenue North, St. Petersburg, Florida 33702.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Oscar Nonata Seguban	2600 65th Avenue North St. Petersburg, FL 33702

**ARTICLE VIII. BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Oscar Nonata Seguban	2600 65th Avenue North St. Petersburg, FL 33702

**ARTICLE IX. SUBCHAPTER S ELECTION; MANDATORY DISTRIBUTIONS**

In the event this Corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code, of 1986, as amended (the "Code"), and as long as the Corporation's election to be an S Corporation is in effect, this Article IX shall apply.

While its election to be an S Corporation is in effect, the Corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the Corporation's (i) items of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the Corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the

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shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Article shall be declared and paid no later than March 15 of the calendar year following the close of the Corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the Corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirements of this Article.

If the election to be an S Corporation is revoked or terminated, the Corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the Corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e) (2) of the Code or unless prevented from doing so by law.

#### ARTICLE X. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors and (ii) any bylaw pertaining to mandatory distributions may only be amended or repealed with the unanimous consent of the shareholders.

#### ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Articles IX and X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 1997.



Oscar Nonata Seguban  
Incorporator

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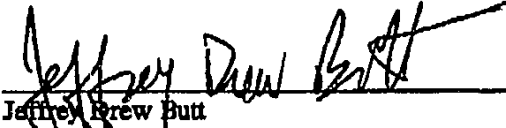
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: JAY'S SYSTEMS, INC.
2. The name and address of the registered agent and office is:

Jeffrey Drew Butt  
201 E. Kennedy Boulevard  
Suite 1000  
Tampa, FL 33602

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.

  
Jeffrey Drew Butt

Date: February 11, 1997

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