O'HAIRE, QUINN & CANDLER,

CHARTERED

MICHAEL O'HAIRE JEROME D. QUINN RICHARD B. CANDLER GREGG M. CASALINO

3III CARDINAL DRIVE VERO BEACH, FLORIDA 32963 P. O. BOX 4375 VERO BEACH, FLORIDA 32964 (561) 231-6900

FACSIMILE TRANSMISSIONS: (56)) 231-9729

December 16, 1996

VIA EXPRESS MAIL

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32301

2031860--18/96--01008--006 ****122.50 ****122.50

In Re:

JACMAR, INC.

Dear Sir:

Enclosed are the original and one photocopy of the Articles of Incorporation for the above referenced new Florida corporation.

Please file the original of the Articles in your office and return to us a certified copy. Our check to your order in the sum of \$122.50 is enclosed for the following:

> Filing Fee Certified copy Registered agent fee

35.00

\$35.00

52.50

Total

122.50

If you require anything further, please do not hesitate to contact me

Sincerely,

PATRICIA A. MAYS, C.L.A.

pkm

Enclosures

DEC 18 1995 B5B W96-24573



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 18, 1996

O'HAIRE, QUINN & CANDLER P. O. BOX 4375 VERO BEACH, FL 32964

SUBJECT: JACMAR, INC. Ref. Number: W96000026573

We have received your document for JACMAR, 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) 487-6925.

Brenda Baker Corporate Specialist

Letter Number: 796A00056374

LAW OFFICES OF O'HAIRE, QUINN & CANDLER, CHARTERED

MICHAEL O'HAIRE JEROME D. OUINN RICHARD B. CANDLER GREGG M. CASALINO 3III CARDINAL DRIVE VERO BEACH, FLORIDA 32963 P. O. BOX 4375 VERO BEACH, FLORIDA 32964 (501) 231-5000

FACSIMILE TRANSMISSIONS: (561) 231-9729

February 10, 1997

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32301

In Re:

Mitchell Enterprises of Vero Beach, Inc.

(revised from Jacmar, Inc.)

Dear Sir:

Enclosed are the original and one photocopy of the Articles of Incorporation for the above referenced new Florida corporation.

Please file the original of the Articles in your office and return to us a certified copy. Our check to your order was previously mailed (see your letter of 12/18/96 regarding Jacmar, Inc.) in the sum of \$122.50 to your office for the following:

Filing Fee	\$35.00
Certified copy	52.50
Registered agent fee	<u>35.00</u>
Total	122 50

If you require anything further, please do not hesitate to contact me.

Sincerely,

PATTI M. DAVIS Legal Assistant

ARTICLES OF INCORPORATION

OF

97 FEB 18 PM 4: 17

MITCHELL ENTERPRISES OF VERO BEACH, INCLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be MITCHELL ENTERPRISES OF VERO BEACH, INC., hereinafter referred to as the "corporation".

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

This instrument prepared by:
Richard B. Candler, Esq.
O'Haire, Quinn & Candler
3111 Cardinal Drive

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 220 Sandpiper Point, Vero Beach, Indian River County, Florida 32963. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII

The names and street addresses of the member of the first Board of Directors are:

NAME	<u>ADDRESS</u>

John W. Mitchell	220 Sandpiper Point
	Vero Beach, FL 32963

These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IX

The name and address of the incorporator is John W. Mitchell, 220 Sandpiper Point, Vero Beach, Florida, 32963.

ARTICLE X

The registered agent for service of process within this state shall be Richard B. Candler, whose street address is 3111 Cardinal Drive, Vero Beach, Florida, Indian River County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this day of February, 1997.

John W. Mitchell, Incorporator

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Richard B. Caneller Registered Agent