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GOZA AND HALL, P.A.
28050 U. S. HWY. 19 NORTH
SUITE 402, CORPORATE SQUARE
CLEARWATER, FLORIDA 34621
TELEPHONE (813) 799-2625
FAX (813) 796-8908

February 14, 1997

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

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-02/17/97--01035--013
****122.50 ****122.50

Gentlemen:

Re: J & B MARKETING GROUP, INC.

Enclosed herewith please find the charter for the above-captioned corporation which we request that you file in your office. Also enclosed is a copy of the same which we request that you certify and return to us.

Our check in the amount of \$122.50 is also enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
	\$122.50

Very truly yours,


Donald R. Hall

DRH:dk
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 AM 11:49

02/21/97

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
J & B MARKETING GROUP, INC.

Article I - Name

The name of this corporation is J & B MARKETING GROUP, INC.

Article II - Principal Place of Business

The principal place of business of this corporation is 13525
103 Avenue North, Largo, FL 33774.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be incor-
porated.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00
par value common stock.

Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power
for the election of directors and for all other purposes shall be
vested exclusively in the holders of the outstanding Common Shares.


Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 13525 103 Avenue North, Largo, FL 33774, and the name of the initial registered agent of this corporation at that address is John L. Davis.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:


John L. Davis

Article VIII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

John L. Davis
13525 103 Avenue North
Largo, FL 33774

Britt Wirt
13525 103 Avenue North
Largo, FL 33774

Article IX - Incorporator

The names and addresses of the persons signing these articles are:

John L. Davis
13525 103 Avenue North
Largo, FL 33774

Britt Wirt
13525 103 Avenue North
Largo, FL 33774

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 13 day of February, 1997.


FL DA D120472700430
EXP 2/13/00


John L. Davis, Subscriber




Britt Wirt, Subscriber

FL DA W630122723370
EXP 9/17/00

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DIVISION OF CORPORATIONS

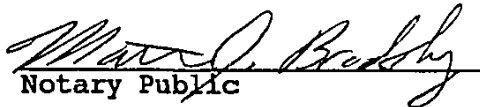
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STATE OF FLORIDA

COUNTY OF ^{Hillsborough} ~~PINELLAS~~

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN L. DAVIS and BRITT WIRT, who are personally known to me or who produced Florida Drivers Licenses as identification, and they acknowledged before me that they executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of February, 1997.


Notary Public

My Commission Expires:

