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TALLAHASSEE FL 32301

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(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 J & K Jacobs Enterprises, Inc.

(Corporation Name)

(904) 681-6528

-02/27/97-01084-007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

2

(Corporation Name)

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☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS
<input checked="" type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A. Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

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Examiner's Initials

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97 FEB 27 PM 3:30  
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97 FEB 27 PM 12:28  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED

97 FEB 27 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
J & K JACOBS ENTERPRISES, INC.

The undersigned, acting as incorporators, hereby adopt these Articles of Incorporation and form a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I

Name and Address

The name of the corporation is:

J & K Jacobs Enterprises, Inc.

The address of the corporation is:

6424 Massachusetts Avenue  
New Port Richey, Florida 34653

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the state of Florida, and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized for the following purposes: To engage or transact in any or all lawful activities under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE IV

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state of Florida;
- (k) To elect or appoint officers and agents for the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the state of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the board of directors of the corporation shall find will be in aid of government policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

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

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 6424 Massachusetts Avenue, New Port Richey, FL 34653 and the name of its initial registered agent at such address is Jeffrey J. Jacobs.

#### ARTICLE VII

##### Incorporators

The names and addresses of the incorporators signing these articles of incorporation are:

Jeffrey J. Jacobs

1652 Larkin Road  
Spring Hill, FL 34608

Kara F. Jacobs

1652 Larkin Road  
Spring Hill, FL 34608

#### ARTICLE VIII

##### Indemnification

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

#### ARTICLE IX

##### Preemptive Rights

Each shareholder of the corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the corporation within thirty (30) days of receipt of written notice from the corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the corporation's issuance of shares.

#### ARTICLE X

##### Voting

All actions, adoption, alterations, amendments, approvals, decisions and ramifications involving any aspect of the corporation's business and affairs required to be made or accomplished by the shareholder shall be valid and effective only if authorized by the affirmative vote of shareholders owning no less than fifty-one (51%) percent of the corporation's outstanding capital stock.

FILED

97 FEB 27 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

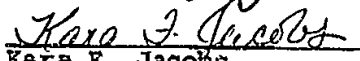
ARTICLE XI

Amendments

These articles of incorporation may be amended only by the affirmative vote of the shareholders owning no less than fifty-one (51%) percent of the corporation's outstanding capital stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 25th day of February, 1997.

 (SEAL)  
Jeffrey J. Jacobs

 (SEAL)  
Kara F. Jacobs

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 25, 1997

  
Jeffrey J. Jacobs