

797000022062

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: SJAL, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

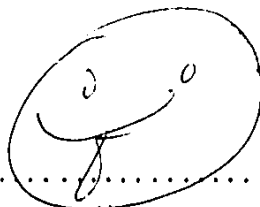
To Us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 MAR 11 PM 2:52
 TALLAHASSEE, FLORIDA

AL MAR 11 1997



REQUEST TAKEN CONFIRMED _____ APPROVED _____
 DATE 3/11/97 _____
 TIME 2:00 _____ CK No. _____
 BY Crystal _____

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBU
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> 1-1 Cert. Copies		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U.S.		
<input type="checkbox"/> fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC I or 3 Filing		
<input type="checkbox"/> UCC II Search		
<input type="checkbox"/> UCC II Retrieval		
<input type="checkbox"/> Filing No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ()		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Month.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION OF
SJAL, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be SJAL, Inc. The principal place of business and mailing address of this Corporation shall be 4036 Centerville Road, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

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

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 1,000 shares of voting Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or

restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street address of the Incorporators of this Corporation are as follows:

John K. Humphress
Sue A. Humphress
4036 Centerville Road
Tallahassee, Florida 32308

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 4036 Centerville Road, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be John K. Humphress. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have two directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

**ARTICLE IX.
Initial Board of Directors**

The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors are elected, are as follows:

John K. Humphress
Sue A. Humphress
4036 Centerville Road
Tallahassee, Florida 32308

**ARTICLE X.
Officers**

The Corporation shall have a President and a Secretary-Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents and Assistant Secretary-Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

John K. Humphress 4036 Centerville Road Tallahassee, Florida 32308	President
Sue A. Humphress 4036 Centerville Road Tallahassee, Florida 32308	Secretary-Treasurer

ARTICLE XI.
Indemnification of Directors
and Officers

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the

best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such

action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the

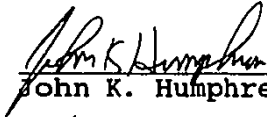
Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

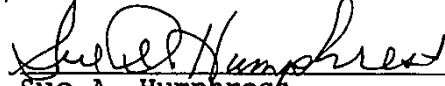
ARTICLE XII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 11 day of March, 1997.



John K. Humphress



Sue A. Humphress

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, John K. Humphress and Sue A. Humphress, who executed the foregoing instrument and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this ___ day of March, 1997.

Signature of person taking
acknowledgement

Notary Stamp/Seal:

**CERTIFICATE DESIGNATION REGISTERED AGENT
AND REGISTERED OFFICE**

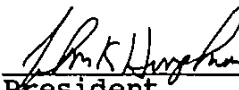
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

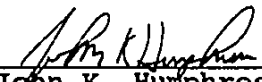
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

SJAL, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 4036 Centerville Road, Tallahassee, Florida, as its initial Registered Office, and has named John K. Humphress located at said address as its initial Registered Agent.



President
Date: 3/11/97

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.



John K. Humphress
Registered Agent

Date: 3/11/97