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ROGER P. CONLEY
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TELECOPIER
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March 12, 1997

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

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-03/24/97--01133--009
****122.50 ****122.50

Re: JPK ENTERPRISES, INC.

Gentlemen:

Enclosed please find duplicate originals of the Articles of Incorporation for the above corporation, together with the certificate designating the resident agent for same. Also, enclosed is a check in the amount of \$122.50, representing payment of the following:

1. \$35.00 - filing fee;
2. \$52.50 - filing fee for designation of resident agent;;
3. \$35.00 - for certified copy of the Articles of Incorporation.

Thank you in advance for your assistance in this matter.

Very truly yours,



Lori M. Dorman

APPROVED
AND
FILED
97 MAR 24 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LMD:mmi
Enclosures

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JPK ENTERPRISES, INC.**

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed his signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **JPK ENTERPRISES, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock or options to purchase stock, created or issued by another corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, stock options, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;
- b. To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going

concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

- c. To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;
- d. To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but no thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;
- e. To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and
- f. To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause. Rather, these several clauses shall be

regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 3212 37th Terrace East, Bradenton, Florida 34208; and the name and address of the initial registered office and agent of this corporation is: Joseph Patrick Koehler, 3212 37th Terrace East, Bradenton, Florida 34208.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1) and said corporation is authorized to have three (3) directors at any one time. The name and address of the initial director of this corporation is:

Joseph Patrick Koehler
3212 37th Terrace East
Bradenton, Florida 34208

The officer of this corporation shall be a president, who shall be a director of the corporation, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Joseph Patrick Koehler
3212 37th Terrace East
Bradenton, Florida 34208

ARTICLE VIII - 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.

ARTICLE IX - INDEMNIFICATION

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

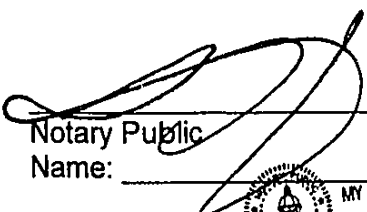
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 19th day of March, 1997.

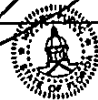

JOSEPH PATRICK KOEHLER

STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of
March, 1997, by JOSEPH PATRICK KOEHLER who is personally known to me or who
has produced Valid Drivers License as identification and who
did/did not take an oath.


Notary Public
Name: _____



SUSAN J. VANZANT
MY COMMISSION #CC321277 EXPIRES
November 13, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
AND NAMING AGENT FOR SERVICE OF PROCESS
WITHIN THIS STATE**

APPROVED
AND
FILED
97 MAR 24 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann.,
the following is submitted:

JPK ENTERPRISES, INC., desiring to organize under the laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation located in the
City of Bradenton, County of Manatee, State of Florida, has named **JOSEPH PATRICK
KOEHLER**, 3212 37th Terrace East, Bradenton, County of Manatee, Florida 34208, as its
agent to accept service of process within said State.

ACKNOWLEDGMENT
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.



JOSEPH PATRICK KOEHLER