

# P970000028557

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

No

RE: JP Wings Inc.

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED

97 MAR 28 PM 3:32

RECEIVED

EFFECTIVE DATE  
3-26-97

72 MAR 28 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE 3-28-97

TIME 2:10 ck No. \_\_\_\_\_

BY CD

WALK-IN  
Will Pick Up \_\_\_\_\_

11-1111-1 FORDEN & HIG, THOMASVILLE, GA.

	C.C. FEE.	DISHU
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>Cert Copy</u>		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
3000002127853-2		
Corporate Kit -03728797-01142-0008		
Vehicle Search ****122.50 ****122.50		
Building Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prop.		
FAX ( ) pgs.		

SUBTOTALS		DIVISION OF CONSUMER PROTECTION	97 MAR 28 PM 3:32	RECEIVED
FEE.....	\$			
DISHONORED.....	\$			
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, 18% per Annum.

THANK YOU  
From  
Your Capital Con

**ARTICLES OF INCORPORATION OF  
JP WINGS, INC.**

FILED

97 MAR 28 PM 3:32

**A FLORIDA CORPORATION**

3-26-97

**ARTICLE I - NAME**

The name of this corporation is JP WINGS, INC.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be conducted and created by this corporation is :

1. To invest in or engage in any business requiring the owner to own and hold licenses, permits or franchises in connection therewith, and to own and hold same.
2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities of evidences of indebtedness created by any other corporation of this State, or any other state or government, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
3. To purchase, hold, sell and transfer shares of its own capital stock, provided that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor be counted as outstanding for the purpose of any stockholder's quorum or vote.
4. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real property in this state, and in any of the several states, territories, possession, and dependancies of the United States, the District of Columbia and in foreign countries.
5. In any matter to acquire, utilize and to dispose of patents, copyrights, and trademarks, licenses and franchises and any rights of interest therein and thereunder.
6. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

7. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary to, or incidental to, the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation, or any amendment thereof.

8. To do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and, which now are, or may be hereafter, authorized by law, and generally, and in addition to the foregoing, to have all the powers and privileges incidental to, or now or hereafter, conferred by law upon a corporation for profit in the State of Florida for the purpose of transacting any or all lawful business.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation, and each power and object shall be construed as if named separately and alone, and shall not be limited in any way because of the naming of any other power or object.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, having par value of One Dollar (\$1.00) per share.

### ARTICLE IV - TERM OR EXISTENCE

The corporate existence of this Corporation shall begin when these Articles of Incorporation have been executed by the incorporator named below. This Corporation is to exist perpetually.

### ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida for JP WINGS, INC., is 4421 12th Street Court East, Bradenton, Florida 34203. The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to establish branch offices and other place of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time.

### ARTICLE VI - DIRECTORS

This Corporation shall have two directors. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one.

#### ARTICLE VII - INITIAL DIRECTOR

The name and street address of the initial directors are:

JEFFREY W. CAMP  
1221 North Palm Avenue, No. 102  
Sarasota, Florida 34236

PHILLIP L. BURGHARDT  
4712 64 Drive West  
Bradenton, Florida 34210

Said directors shall hold office for the first year of the existence of the Corporation or until their successors are duly elected and have qualified.

#### ARTICLE VIII - INITIAL OFFICERS

The name and street address of the initial officers of this Corporation are:

JEFFREY W. CAMP, President and Director  
1221 North Palm Ave. No. 102  
Sarasota, Florida 34236

PHILLIP L. BURGHARDT - Vice President, Secretary and Director  
4712 64 Drive West  
Bradenton, Florida 34210

Said officers shall hold office for the first year of existence of the Corporation, or until their successors are duly elected and have qualified.

#### ARTICLE IX - INCORPORATOR

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

JEFFREY W. CAMP  
1221 North Palm Avenue No. 102  
Sarasota, Florida 34236

#### ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person in the amount set after their names:

JEFFREY W. CAMP and PHILLIP L. BURGHARDT, 500 Shares each

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 4421 12th Street Court East, Bradenton, Florida 34203, and the name of the initial registered agent of this Corporation at that address is JEFFREY W. CAMP.

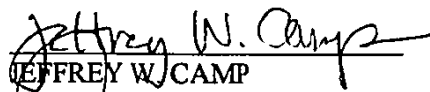
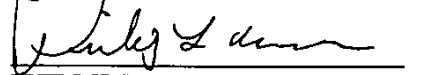
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Subscribed this the 26<sup>th</sup> day of March, 1997.

  
JEFFREY W. CAMP  
  
PHILLIP L. BURGHARDT

STATE OF FLORIDA

COUNTY OF MANATEE

Before me, this day personally appeared JEFFREY W. CAMP, to me personally known to be the person described in the above Articles of Incorporation of JP WINGS, INC., as subscriber, or who has produced driver's license as identification and acknowledged before me that he executed and subscribed to said Articles of Incorporation, and did not take an oath.

26<sup>th</sup> Witness my hand and official seal in the County and State named above, on this the  
day of March, 1997.

Laura A Benson  
NOTARY PUBLIC

My Commission Expires:



LAURA A BENSON  
My Commission CCB44018  
Expires Mar. 31, 2000

STATE OF FLORIDA

COUNTY OF MANATEE

Before me, this day personally appeared PHILLIP L. BURGHARDT, to me personally known to be the person described in the above Articles of Incorporation of JP WINGS, INC., as subscriber, or who has produced driver's license as identification and acknowledged before me that he executed and subscribed to said Articles of Incorporation, and did not take an oath.

24<sup>th</sup> Witness my hand and official seal in the County and State named above, on this the  
day of March, 1997.

Laura A Benson  
NOTARY PUBLIC

My Commission Expires:



LAURA A BENSON  
My Commission CCB44018  
Expires Mar. 31, 2000

FILED

97 MAR 23 PM 3:32

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT JP WINGS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT CITY OF BRADENTON, STATE OF FLORIDA, HAS NAMED  
JEFFREY W. CAMP, LOCATED AT 4421 12th Street Court East, Bradenton, Florida  
34203, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA.

SIGNATURE

*Jeffrey W. Camp*

TITLE : President

DATE: *March 26 1997*

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, 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.

SIGNATURE:

*Jeffrey W. Camp*

DATE: *March 26 1997*