

P97000037094

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: J&L Land Company,
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 APR 25 AM 10:16
 SECRETARY OF STATE,
 TALLAHASSEE, FLORIDA

R.n. APR 25 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/25/97	_____	_____
TIME	4:30	_____	CK No. _____
BY	DM	_____	_____

WALK-IN Will Pick Up _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kill	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File 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 Prop.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

800002154598-5
 04/25/97-01005-006
 ****122.50 ****122.50

SUBTOTALS

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

RECEIVED
 97 APR 25 AM 9:15

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 Connection

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of this corporation is J & L LAND COMPANY, INC.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. STOCK: The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one (1) class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT: The name and address of the initial registered agent, registered office and principal office of this corporation is as follows:

JAMES H. WILLIS

4019 89th Street East
Palmetto, Florida 34221

6. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment to the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES H. WILLIS	4019 89th Street East Palmetto, Florida 34221
LINDA A. WILLIS	4019 89th Street East Palmetto, Florida 34221

7. INCORPORATORS: The names and addresses of the incorporators signing these Articles of Incorporation are:

JAMES H. WILLIS

4019 89th Street East
Palmetto, Florida 34221

LINDA A. WILLIS

4019 89th Street East
Palmetto, Florida 34221

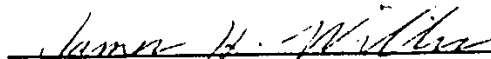
8. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

10. CUMULATIVE VOTING: In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the president or a vice-president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

11. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 21 day of April, 1997.



JAMES H. WILLIS, Incorporator and
Registered Agent

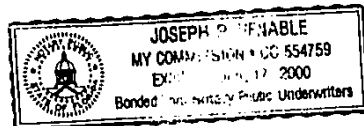
Linda A. Willis
LINDA A. WILLIS, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared JAMES H. WILLIS and LINDA A. WILLIS, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed, and are personally known to me or have produced a driver's license as identification.

WITNESS my hand and official seal, this 21 day of April, 1997.

Joseph P. Renable
Notary Public
My Commission Expires:



CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of J & L LAND COMPANY, INC., a corporation duly organized and existing under the laws of the State of Florida is: 4019 89th Street East, Palmetto, Florida 34221.

2. The Registered Office of this corporation is: 4019 89th Street East, Palmetto, Florida 34221.

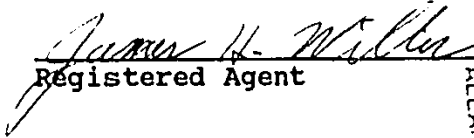
3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES H. WILLIS	4019 89th Street East Palmetto, Florida 34221

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 4-21-97


Registered Agent

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TALLAHASSEE, FLORIDA