

P97000056401

MCCLANE PROFESSIONAL ASSOCIATION

712 BRYN MAWR STREET
ORLANDO, FLORIDA 32804

J. BROCK MCCLANE
JOHN W. WUCHNER

TELEPHONE
872-0800
FACSIMILE
872-2205

June 12, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Registration of M, J & J, Inc.

500002216035--7
06/18/97--0107--010
***132.50 ***132.50

Dear Sir/Madam:

Please accept the enclosed check in the amount of \$132.50 for the filing of Articles of Incorporation of a new Florida corporation by the name of M, J & J, Inc., designation of registered agent and certification of the articles of incorporation.

The breakdown of the amounts for which the check is written is as follows:

1)	Filing of Articles of Incorporation:	\$35.00
2)	Designation of Registered Agent:	\$35.00
3)	Certified Copy of Articles:	\$52.50
TOTAL		\$132.50

Thank you for your attention and assistance.

Cordially,

J. Brock McClane
J. Brock McClane

Sec. _____ GAVE

AUTHORIZATION BY PHONE TO
CORRECT effective date

DATE 6/21/97

DOC. EXAM B3B

JUN 18 1997
B3B
625
W97-14382
97 JUN 18 PM 1:23
FILED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-14-97

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

MCCLANE PROFESSIONAL ASSOCIATION
712 BRYN MAWR STREET
ORLANDO, FL 32804

SUBJECT: M,J & J, INC.
Ref. Number: W97000014342

We have received your document for M,J & J, INC. and check(s) totaling \$132.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00032662

ARTICLES OF INCORPORATION

OF

J & J Rhythms, Inc.

FILED

97 JUN 18 PM 1:24

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

EFFECTIVE DATE
6-14-97

The name of this corporation shall be J & J Rhythms, Inc.

ARTICLE II - Business and Activities

J & J Rhythms, Inc. may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, J & J Rhythms, Inc. 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.

ARTICLE III - Capital Stock

A. The authorized capital stock of J & J Rhythms, Inc. and the maximum number of shares of stock that J & J Rhythms, Inc. is authorized to issue and have outstanding at any one time is ten thousand shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which J & J Rhythms, Inc. shall come into existence shall be June 14, 1997, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 712 Bryn Mawr Street, Orlando, Florida 32804, and the name of the initial registered agent of J & J Rhythms, Inc. at that address is J. BROCK McCLANE. The principal office shall be the same as the registered office.

ARTICLE VI - Directors

- A. The initial number of Directors of J & J Rhythms, Inc. shall be two (2).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of J & J Rhythms, Inc.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving J & J Rhythms, Inc. in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office as long as permitted by these Articles and the By-Laws of J & J Rhythms, Inc. are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Joseph H. Popillo	4623 Cason Cove Drive, Apt. 1223 Orlando, Florida 32811
John L. Cieszynski	502 Imperial Place Kissimmee, Florida 34758

F. Any Directors may be removed from office by the holders of a majority of the stock entitled to vote thereon and any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders, provided, however, that the initial Directors named and appointed in Paragraph E of this Article may only be removed by a supermajority vote of 4/5 of the Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling

such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator(s)

The names and street addresses of the incorporators signing these Articles are:

<u>NAME</u>	<u>STREET ADDRESS</u>
J. Brock McClane	712 Bryn Mawr Street Orlando, Florida 32804

ARTICLE VIII - Lost or Destroyed Certificates

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of J & J Rhythms, Inc.


ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of J & J Rhythms, Inc. provided, however, that any By-Laws adopted by the Directors which are inconsistent with the By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X - Preemptive Rights

Every Shareholder, upon the sale or resale of any stock of J & J Rhythms, Inc. of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25TH day of June, 1997.

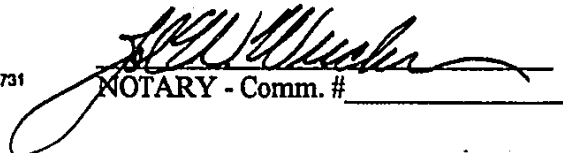

J. BROCK McCLANE

STATE OF Florida:
COUNTY OF Orange:

The foregoing instrument was acknowledged before me this 25th day of June, 1997, by J. Brock McClane who ☒ is personally known to me or ☐ has produced a Florida driver's license (# _____) as identification and did (did not) take an oath.



John W Wuchner
My Commission CC592731
Expires Oct. 13, 2000


NOTARY - Comm. # _____

Typed/Printed Name of Notary
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Initial Registered agent
of J & J Rhythms, Inc.


L. BROCK MCCLANE

FILED
97 JUN 18 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA