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*** ADMITTED TO THE DIST. OF COLUMBIA BAR
** ADMITTED TO THE ILLINOIS BAR

- * FLORIDA BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER
- * FLORIDA BAR BOARD CERTIFIED,
WORKERS' COMPENSATION LAWYER
- ** ADMITTED TO THE GEORGIA BAR

EFFECTIVE DATE
8-1-97

July 18, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: J & S PROCESSING, INC.

700002243417--2
-07/22/97--01010--001
****122.50 ****122.50

Dear Ladies and Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify same and return to us.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming Joyce K. Ward as the agent upon whom process may be served. A telephone check with your office indicated that the corporate name J & S PROCESSING, INC. is not in use at this time.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 fee for a certified copy of the Certificate of Incorporation and \$35.00 for designation of registered agent.

If you have any questions regarding this, please do not hesitate to contact our office.

Very truly yours,


JOHN D. ROBINSON

JDR:pmg
Enclosures
97-

FILED
97 JUL 22 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 23 1997

ARTICLES OF INCORPORATION

FILED

EFFECTIVE DATE
8-1-97

OF

97 JUL 22 AM 10:59

J & S PROCESSING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, the subscriber to these Articles of Incorporation, being of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is J & S PROCESSING, INC.

ARTICLE II

The duration of this corporation shall be perpetual. The date of the commencement of the corporate existence shall be August 1, 1997.

ARTICLE III

The purpose of this corporation shall be any and all lawful business purposes as set forth by Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue shall be 100 shares of common stock. Each share shall have the par value of \$1.00 per share and shall consist of one class only.

ARTICLE V

The street address of the initial principal office and mailing address of this corporation is 1179 MANITOBA STREET, DELTONA, FLORIDA 32725.

ARTICLE VI

The initial registered agent of this corporation shall be JOYCE K. WARD, 1179 MANITOBA STREET, DELTONA, FLORIDA 32725.

ARTICLE VII

The number of directors constituting the initial board of directors of this corporation shall be one (1). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and street address of the director of this corporation who shall hold office for the first year or until his successor is chosen, shall be:

JOYCE K. WARD, 1179 MANITOBA STREET, DELTONA, FLORIDA 32725

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is:

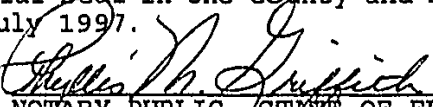
JOYCE K. WARD, 1179 MANITOBA STREET, DELTONA, FLORIDA 32725


JOYCE K. WARD

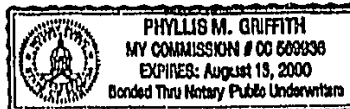
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, on this day personally appeared JOYCE K. WARD, to me well known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of July 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 8/13/00



ACCEPTANCE OF REGISTERED AGENT

I, JOYCE K. WARD, do hereby accept the office of Registered Agent of the corporation known as J & S PROCESSING, INC.

Joyce K. Ward
JOYCE K. WARD

FILED
97 JUL 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

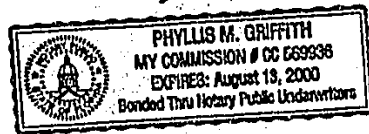
COUNTY OF ORANGE

BEFORE ME, the undersigned officer, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared JOYCE K. WARD, known to me to be the person described as the Registered Agent of the corporation known as J & S PROCESSING, INC. and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 17 day of July 1997.

Phyllis M. Griffith
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 8/13/00



Personally Known
 Identification Provided FLORIDA DRIVERS LICENSE
 Other _____