

P970000263707  
Michael J. Freedman  
Linda M. Michaels

Law Office  
Michael J. Freedman  
PROFESSIONAL ASSOCIATION  
300 East Madison Street  
Second Floor  
Tampa, Florida 33602

97 AUG 11 PM 1:52  
Telephone (813) 229-6925  
Telecon (813) 221-8501  
TALLAHASSEE, FLORIDA

August 8, 1997

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: JAYLO, INC.

700002263707--1  
-08/11/97--01143--013  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to this office.

Also enclosed is this firm's check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

*Michael J. Freedman*  
MICHAEL J. FREEDMAN

MJF:sms

Enclosures

2667\805.LTR

OK 8/12/97

ARTICLES OF INCORPORATION  
OF  
JAYLO, INC.

FILED  
97 AUG 11 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

JAYLO, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 13601 Bruce B. Downs Blvd, Suite 210, Tampa, FL 33613, and the name of the initial registered agent of this corporation at that address is J. Justin Older.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
J. Justin Older	13601 Bruce B. Downs Blvd Suite 210 Tampa, FL 33613
Lois R. Older	13601 Bruce B. Downs Blvd Suite 210 Tampa, FL 33613

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation are:

Name

Address

J. Justin Older

13601 Bruce B. Downs Blvd  
Suite 210  
Tampa, FL 33613

Lois R. Older

13601 Bruce B. Downs Blvd  
Suite 210  
Tampa, FL 33613

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

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 stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 6TH day of August, 1997.

J. Justin Older  
J. JUSTIN OLDER

Lois R. Older  
LOIS R. OLDER

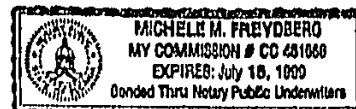
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared J. JUSTIN OLDER and LOIS R. OLDER, well known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged under oath before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 6TH day of August, 1997.

Michele M. Freyberger  
NOTARY PUBLIC  
My commission expires: July 18, 1999



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 AUG 11 PM 1:52

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: JAYLO, INC.
2. The name and address of the registered agent and office is:

J. Justin Older

(NAME)

13601 Bruce B. Downs Blvd, Suite 210

(ADDRESS)

(P.O. BOX NOT ACCEPTABLE)

Tampa, FL 33613

(CITY/STATE/ZIP)

SIGNATURE

J. Justin Older  
J. JUSTIN OLDER

TITLE

President

DATE

August 6, 1997

HAVING BEEN NAMED AS 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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

J. Justin Older  
J. JUSTIN OLDER

DATE August 6, 1997

REGISTERED AGENT FILING FEE: \$35.00