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DORAN, WALTERS, ROST & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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444 SEABREEZE BOULEVARD
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DAYTONA BEACH, FLORIDA 32118

OF COUNSEL
DAVID A. WASSERMAN

PLEASE REPLY TO:
POST OFFICE DRAWER 15110
DAYTONA BEACH, FLORIDA 32118
(904) 253-1111
FAX (904) 253-4260

FILED
SEP 18 PM 4:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

September 16, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

6000002296536--4
-09/18/97--01034--016
****122.50 ****122.50

RE: J. BAILEY, INC.

Correspondent:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Very truly yours,

Scott R. Rost

SRR/ser
Enclosures

P.Hall
SEP 18 1997

**ARTICLES OF INCORPORATION
OF
J. BAILEY, INC.**

FILED
97 SEP 18 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be J. Bailey, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 4336 Wordsworth Way, Venice,
Florida 34293

ARTICLE III. MAILING ADDRESS

The mailing address of the Corporation is: 4336 Wordsworth Way, Venice, Florida 34293

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Hundred (100) shares of common capital stock at a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for

sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:


"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The name of the individual who shall serve as this corporation's initial registered agent and address is: Scott R. Rost, Esquire, Doran, Walters, Rost & Wolfe, 444 Seabreeze Boulevard, Ste. 800, Daytona Beach, Florida 32118.

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:
Scott R. Rost, Esquire, Doran, Walters, Rost & Wolfe, 444 Seabreeze Blvd., Ste. 800,
Daytona Beach, Florida 32118.

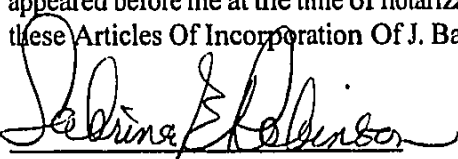

Scott R. Rost - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent
of J. Bailey, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as
registered agent for J. Bailey, Inc.


Scott R. Rost - Registered Agent

State Of Florida
County Of Volusia

On ~~SEPTEMBER 16~~ ¹⁹⁹⁸, Scott R. Rost, designated above as the individual who shall serve as the
corporation's initial registered agent and incorporator, who is personally known to me, personally
appeared before me at the time of notarization, and, after being given the oath, acknowledged signing
these Articles Of Incorporation Of J. Bailey, Inc.


Notary Public - State of Florida
Printed Name: SABRINA E. ROBINSON
My commission expires: 4/13/99 (SEAL)



SABRINA E ROBINSON
My Commission CC452919
Expires Apr. 13, 1999