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HUMPHREY & KNOTT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARK A. HOROWITZ
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ANDREW SWETT
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DIRECTOR OF ZONING AND
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*Board Certified Civil Trial Lawyer
**Board Certified Real Estate Lawyer
*Board Certified Business Litigation Lawyer

September 18, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32311

Re: Articles of Incorporation
J.P. MC, Inc.

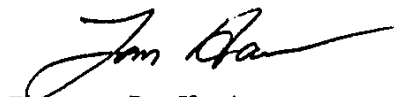
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****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation on behalf of J.P. MC, Inc. together with a check in the amount of \$122.50, filing fee. Upon filing, please return one stamped original to me in the self-addressed envelope provided for your convenience.

Thank you for your assistance.

Sincerely yours,
HUMPHREY & KNOTT, P.A.


Thomas B. Hart

TBH:pw
Encls:

P. Hall
SEP 23 1997

ARTICLES OF INCORPORATION

OF

J.P. MC, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida,

ARTICLE I.

NAME: The name of this corporation shall be J.P. Mc, Inc.

ARTICLE II.

ADDRESS: The mailing address of this corporation is c/o Thomas B. Hart, Esquire, Humphrey & Knott, P. A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation is: Thomas B. Hart, Esquire, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
James P. McCloskey	P.O. Box 19-5394 N/A San Juan, PR 00918

ARTICLE IX.

INCORPORATORS: The names and addresses of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas B. Hart	1625 Hendry Street, Suite 301 Fort Myers, FL 33901

ARTICLE X.

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI.

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 shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.


The undersigned incorporator has executed this Articles of Incorporation this 18TH day of SEPTEMBER, 1997.


Thomas B. Hart

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for J.P. Mc, Inc., at the place designated in the Articles of Incorporation, **Thomas B. Hart**, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: 9-18-97, 1997


Thomas B. Hart

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA