

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Jay-Kohl, Inc.

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RP
10-24-97

ARTICLES OF INCORPORATION

OF

JAY-KOHL, INC.

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ARTICLE I - NAME

The name of this corporation is JAY-KOHL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose or transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1500 shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by the corporation of any new stock, not heretofore issued, 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.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 1015 Redbud Circle, Plant City, Florida, 33566, and the name of the initial registered agent of this corporation at that address is Jay D. Wood. The principal office and mailing address of the corporation is 1015 Redbud

Circle, Plant City, Florida, 33566.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
JAY D. WOOD	1015 Red Bud Circle Plant City, Florida 33566

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
JAY D. WOOD	1015 Red Bud Circle Plant City, Florida 33566

ARTICLE IX - OFFICERS

The names of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, shall be:

NAME	OFFICE
Jay D. Wood	President
Jay Bradley Kohlmeier	Vice President

ARTICLE X - SHAREHOLDERS

The names and numbers of which the subscribers of these Articles of Incorporation agree to take are:

NAME	SHARES
Jay D. Wood	50

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

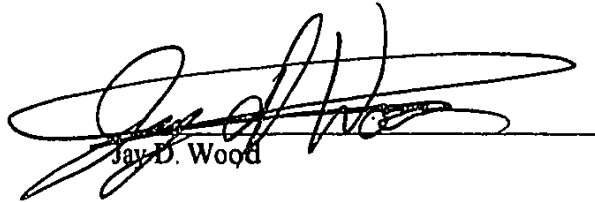
ARTICLE XII - NOTICE TO SHAREHOLDERS

Written notice of meetings of shareholders stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

ARTICLE XIII - NOTICE TO DIRECTORS

Written notice of regular meetings of the Board of Directors and of special meetings of the Board of Directors shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each director.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of
Incorporation this 12th day of October, 1997.

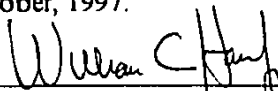

Jay D. Wood

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county
set forth above, personally appeared Jay D. Wood known to me and known by me to be the person
who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid, this 12th day of October, 1997.

(NOTARY SEAL)


NOTARY PUBLIC - William C. Hamm, Jr.
STATE OF FLORIDA AT LARGE

Commission Number: CC543891

My Commission Expires: 5/4/00



WILLIAM C. HAMM, JR.
My Commission CC543891
Expires May, 04, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT JAY-KOHL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF PLANT CITY, STATE OF FLORIDA, HAS NAMED JAY D. WOOD, LOCATED AT
1015 REDBUD CIRCLE, CITY OF PLANT CITY, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


JAY D. WOOD

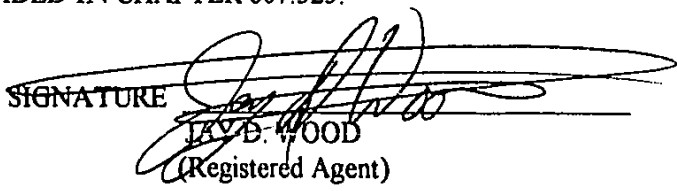
(Corporate Officer)

TITLE PRESIDENT

DATE October 12th, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH, AND ACCEPT,
THE OBLIGATIONS PROVIDED IN CHAPTER 607.325.

SIGNATURE


JAY D. WOOD

(Registered Agent)

DATE October 12th, 1997

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