



The Villages of CITRUS HILLS

P97000104368

November 18, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002352487--2
-11/20/97--01008--001
****123.00 ****123.00

Dear Sirs:

Enclosed please find the Articles of Incorporation of Keller, Inc. and Jam, Inc. to be filed with the State. You will also find (2) two checks for \$122.50 to cover the filing fees in this matter.

If you have any questions, please feel free to call.

EFFECTIVE DATE
11-17-97

Very truly yours,

Eric D. Abel

Eric D. Abel, General Counsel

EDA/lb
Enclosure

FILED
97 NOV 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 NOV 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 21, 1997

THE VILLAGES OF CITRUS HILLS
2450 NORTH CITRUS HILLS BOULEVARD
HERNANDO, FL 34442-5361

SUBJECT: JAM, INC.
Ref. Number: W97000026313

JAHAB, INC.

We have received your document for JAM, INC. and your check(s) totaling \$123.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 397A00055837

ARTICLES OF INCORPORATION

OF

JOHAB, INC.

FILED
97 NOV 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Johab, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 17th of November, 1997. This corporation's duration shall be perpetual.

EFFECTIVE DATE
11-17-97

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of wholesale and retail sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of one dollar (\$1.00) par value common capital stock.

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 thirty 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 BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative majority vote of the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

John P. Abel
27 Adalia
Tampa, Florida 33606

ARTICLE VIII. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 27 Adalia, Tampa, Florida 33606.

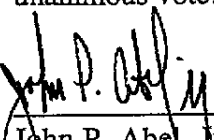
The name of the individual who shall serve as this corporation's initial registered agent at that address is: John P. Abel, Jr., 27 Adalia, Tampa, Florida 33606.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: John P. Abel, Jr., 27 Adalia, Tampa, Florida 33606.

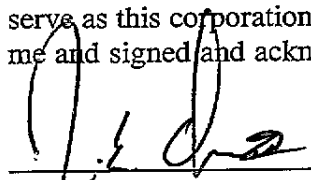
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.



John P. Abel, Jr., Incorporator
State of Florida
County of Citrus

On November 10, 1997, John P. Abel, Jr., designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation.

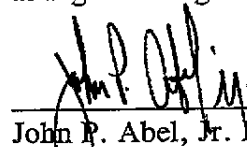


Notary Public (Seal)



JACKSON E. QUICK, III
COMMISSION # CC616378
EXPIRES JAN. 27, 2001

I hereby accept my designation as registered agent and agree to serve as the registered agent. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent.



John P. Abel, Jr. Registered Agent

FILED
97 NOV 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA