

P9800000 7538

JAMES M. WACHTEL
a r c h i t e c t
600 South Yonge Street, Suite 7A
Ormond Beach, FL 32174
(904) 673-7100

LETTER OF TRANSMITTAL

DATE: January 19, 1998

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

3000002410329--4
-01/23/98--01070--004
*****78.75 *****78.75

Subject: JWA, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 (filing fee and certificate)

Transmitted by: James M. Wachtel, architect
600 South Yonge Street, Suite 7A
Ormond Beach, FL 32174
(904) 673-7100

Signed: _____
Date: _____

James M. Wachtel
1/19/98

98 JAN 23 AM 8:36
STATE
TALLAHASSEE, FLORIDA

FILED

B. BROCK JAN 26 1998

**Articles of Incorporation
of
JWA, Inc.**

Article I - Name

The name of this corporation is **JWA, Inc.**

Article II - Principal Office

The address of the principal office and the mailing address of the corporation shall be 23 Rio Pinar Trail, Ormond Beach, Florida, 32174.

Article III - Capital Stock

This corporation is authorized to issue 1000 shares of one dollar \$1.00 par value common stock which shall be designated as "common shares".

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23 Rio Pinar Trail, Ormond Beach, Florida, and the name of the initial registered agent is JIM WACHTEL.

Article V - Incorporators

The corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

James M. Wachtel - Vice President / Incorporator
Lydia Wachtel - Secretary / Incorporator

The name and address of the Incorporator signing these articles is: James M. Wachtel.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Article VI - Purpose

This corporation is organized to carry out architectural designs and management consultation, and any other lawful business purpose

Article VII - Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State unless dissolved according to law.

Article VIII - Idemnification

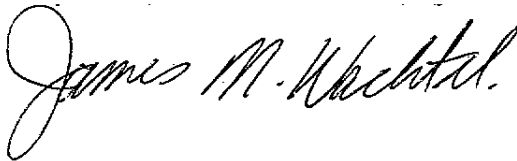
The corporation shall idemnify any officer or director or any former officer or director to the full extent permitted by law.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20 day of January, 1998.

James M. Wachtel
President / Incorporator
23 Rio Pinar Trail
Ormond Beach, FL 32174



State of Florida
County of Volusia

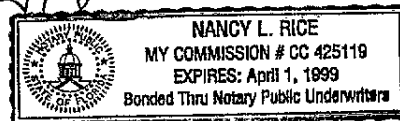
Before me, a notary republic authorized to take acknowledgments in the state and county set forth above, personally appeared James M. Wachtel known to

be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In Witness Whereof, I have set my hand and seal in the state and county above, this 20 day of January, 1998.

Notary Public - At Large

My Commission Expires: 4/1/99

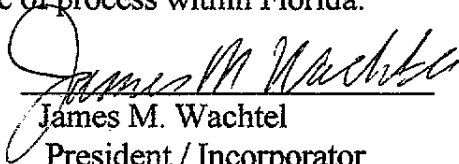


**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with sections 48.091 and 607.034, Florida Statutes, the following is submitted.

FIRST that JWA, Inc. desiring to organize or qualify under the laws of the State of Florida, with **JIM WACHTEL**, located at 23 Rio Pinar Trail, Ormond Beach, Florida, 32174, as its agent to accept service of process within Florida.

Dated this 20 day of
January, 1998


James M. Wachtel


President / Incorporator

23 Rio Pinar Trail

Ormond Beach, FL 32174

Having been named to accept service of process for the above-named 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 performance of my duties.

Jim Wachtel
Registered Agent



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STATE