

P98000017449 2/19/98

TO: SECRETARY OF STATE  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
93 FEB 23 AM 8:30

ENCLOSED ARE TWO COPIES OF  
ARTICLES OF INCORPORATION FOR  
JAX TAX, INC.

ALSO ENCLOSED IS CHECK # 6243 FOR \$122.50  
FOR CERTIFICATION COPY.

6000002437276--9  
-02/23/98--01027--002  
\*\*\*\*122.50 \*\*\*\*122.50

PLEASE SEND BACK TO:  
5101 E. BUSCH #11  
TAMPA, FL 33617

Thank You  
[Signature]

MARK S. ORLOFF  
813-985-0460

ARTICLES OF INCORPORATION

OF

JAX TAX, INC.

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The undersigned incorporators to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of this corporation is: JAX TAX, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity of business permitted under the laws of the United States and of this State.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise to dispose of and deal in, lands and leaseholds, and interest, estate, and rights in real property and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose

of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing

enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

### ARTICLE IV

This corporation is to exist perpetually.

### ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is:

5101 E. BUSCH BLVD. SUITE 11  
TAMPA, FL 33617

The Board of Directors may from time to time move the principal office to any other address in Florida.

### ARTICLE VI

This corporation shall have TWO directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name and post office address of the members of the first Board of Directors is:

MARK S. ORLOFF	MYRNA R. ORLOFF
14902 OLDGATE PL	14902 OLDGATE PL
TAMPA, FL 33624	TAMPA, FL 33624

ARTICLE VIII

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

MARK S. ORLOFF  
14902 OLDGATE PL  
TAMPA, FL 33617

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of

being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-laws, agreement vote of stockholders, or otherwise.

ARTICLE X  
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The street address of the initial registered office of this corporation is: 14902 OLDGATE PL.  
TAMPA, FL 33624

The name of the initial registered agent of this corporation at that address is: MARK S. ORLOFF

ARTICLE XI  
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These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

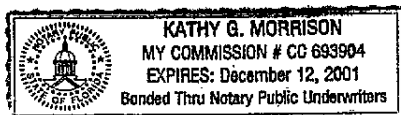
  
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MARK S. ORLOFF

STATE OF FLORIDA  
COUNTY OF Hillsborough )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared MARK S. ORLOFF to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and HE acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 23<sup>rd</sup> day of January, 1998, A.D.

Kathy G. Morrison  
Notary Public



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ACCEPTANCE OF DESIGNATION AS RESIDENT  
AGENT

I, MARK S. ORLOFF hereby accepts the designation as Resident  
Agent of :JAX TAX, INC.

DATED: 1/23, 1998

  
MARK S. ORLOFF