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M. C. MEISLER, CHARTERED

ATTORNEYS AT LAW

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2417 UNIVERSITY DRIVE.
CORAL SPRINGS, FLORIDA 33065
(954) 755-6700
EDWARD J. O'HARE *

□ Also District of Columbia & Colorado Bars
* Also New York Bar

February 13, 1998

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

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****122.50 ****122.50

Re: Articles of Incorporation
JPA ENTERPRISES, INC. & SHELLEE GOLD-PETERSON, P.A.

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for the above-referenced corporations to be filed with the Secretary of State with a certified copy returned to the undersigned at the FLORIDA address noted above.

Also enclosed is this firm's checks both in the amount of \$122.50 representing the respective filing fee.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


EDWARD J. O'HARE
For the Firm

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Encls.

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M. C. MEISLER, CHARTERED
AN INTERSTATE PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

MICHAEL C. MEISLER □
EDWARD J. O'HARE, P.A.*

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□ Also District of Columbia & Colorado Bars
* Florida and New York Bar

Please Reply To: Coral Springs, Florida

February 25, 1998

Ms. Carolyn Batten, Document Specialist
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
JPA Diversified, Inc. & Shellee Gold-Peterson, P.A.

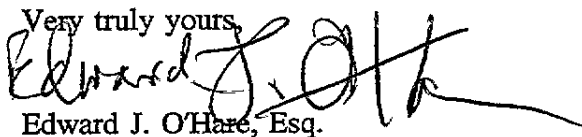
Dear Ms. Batten:

Enclosed please find the Corrected Articles of Incorporation for JPA Diversified, Inc. and Shellee Gold-Peterson, P.A. that now can be filed with the Secretary of State and a certified copy returned to this office in Coral Springs, Florida.

Our checks in the amount of \$122.50 each representing the filing fee for each corporation have already been received by your office.

In the event you have any questions, please do not hesitate to contact the undersigned.
in Coral Springs.

Very truly yours,



Edward J. O'Hare, Esq.
For the Firm
EJO/lou
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1998

MICHAEL C MEISLER, ESQUIRE
2417 UNIVERSITY DRIVE
THIRD FLOOR
CORAL SPRINGS, FL 33065

SUBJECT: JPA ENTERPRISES, INC.
Ref. Number: W98000003780

We have received your document for JPA ENTERPRISES, INC. and your check(s) totaling \$122.50. 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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 298A00009778

ARTICLES OF INCORPORATION

OF

JPA DIVERSIFIED, INC.

ARTICLE I - NAME

The name of this corporation is JPA DIVERSIFIED, INC. located at 2417 University Drive, Third Floor, Coral Springs, Florida 33065.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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

The street address of the initial registered office of this corporation is 2417 University Drive, Third Floor, Coral Springs, Florida 33065, and the name of the initial registered agent of this corporation at that address is M.C. Meisler, Chartered.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (3) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and addresses of the initial Board of Directors of this corporation are:

PETER J. CODELLA, SR.

9017 Northwest 20th Manor
Coral Springs, Florida 33071

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JUDY L. CODELLA

9017 Northwest 20th Manor
Coral Springs, Florida 33071

PETER J. CODELLA, JR.

9017 Northwest 20th Manor
Coral Springs, Florida 33071

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:
Michael C. Meisler, 2417 University Drive, Third Floor,
Coral Springs, Florida 33065.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

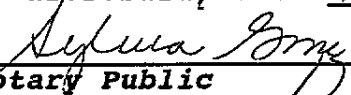
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of February, 1998.


MICHAEL C. MEISLER

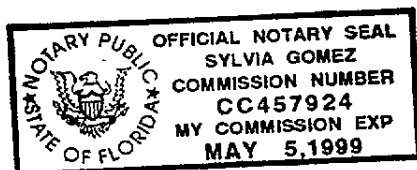
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael C. Meisler known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and he 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 February, 1998.


Notary Public
State of Florida at Large

My commission expires:




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 JPA DIVERSIFIED, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2417 University Drive, Third Floor, Coral Springs, STATE OF FLORIDA, HAS NAMED M. C. Meisler, Chartered., LOCATED AT 2417 University Drive, Third Floor, Coral Springs, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


Peter J. Codella, Sr.

TITLE:

President

DATE:

February 12, 1998.

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 PERFORMANCE OF MY DUTIES.

M. C. Meisler, Chartered

By:


Michael C. Meisler

Date: February 12, 1998

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