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WILLIAM T. KALER

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March 10, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

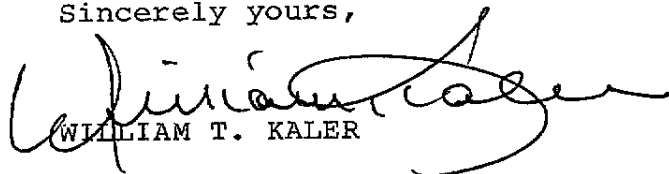
Re: JJM OF JACKSONVILLE, INC.
Our File No.: 98-12

Dear Sir or Madam,

Please find enclosed herewith the original and one copy of the Articles of Incorporation of JJM OF JACKSONVILLE, INC., which we request that you file. Our check in the amount of \$122.50 is enclosed to cover the cost of filing and one certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely yours,

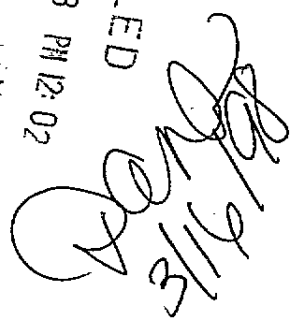

WILLIAM T. KALER

WTK:rmc

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98 MAR 13 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
JJM OF JACKSONVILLE, INC.**

98 MAR 13 PM 12:02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Jose A. DeLaCruz, Jim A. Staples, and Matthew A. Mazzeo, Sr., adopt the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of Florida.

ARTICLE I.

NAME

The name of this corporation is **JJM OF JACKSONVILLE, INC.**

ARTICLE II.

DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of Florida and all other states, territories and jurisdictions of the United States.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is six hundred (600) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V.

INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office and initial registered office of this corporation is:

700 E. Union Street, Unit BI
Jacksonville, Florida 32206

and the name of the initial Registered Agent of the corporation at that address is:

JIM A. STAPLES.

ARTICLE VI.

DIRECTORS

This corporation shall initially have three (3) directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be fewer than one (1); however, the number of Directors elected at any election shall always be deemed the lawful number of Directors which this corporation is permitted or required to have at the time. The names and addresses of the first Board of Directors are:

Jose A. DeLaCruz
1732 Morningside Drive
Middleburg, FL 32068

Jim A. Staples
1512 Elise Road, W.
Yulee, FL 32097

Matthew A. Mazzeo, Sr.
105 Arricola Avenue
St. Augustine, FL 32084

ARTICLE VII.

INCORPORATORS

<u>Name</u>	<u>Address</u>
Jose A. DeLaCruz	1732 Morningside Drive Middleburg, FL 32068
Jim A. Staples	1512 Elise Road, W. Yulee, FL 32097

Matthew A. Mazzeo, Sr.

105 Arricola Avenue
St. Augustine, FL 32084

ARTICLE VIII.

FIRST OFFICERS

The initial officers of this corporation are:

Jim A. Staples	President
Jose A. DeLaCruz	Vice President
Matthew A. Mazzeo, Sr.	Secretary/Treassurer

who shall hold said offices until the organizational meeting of the stockholders is held for the purpose of electing officers, adopting By-Laws and transacting such other business as may come before the meeting. The officers above named are authorized to sign and issue appropriate certificates evidencing the shares of stock of this corporation to those entitled thereto upon receipt of appropriate consideration. The existence of more than one shareholder shall not be required in order to hold the said organizational meeting.

ARTICLE IX.

BY-LAWS

The initial By-laws of this corporation shall be adopted by the Directors. By-Laws may be adopted, amended or repealed in the manner provided by the By-Laws or the applicable laws of Florida, by either the shareholders or the Directors.

ARTICLE X.

RESTRICTIONS ON TRANSFER OF STOCK

The shareholders may, by By-Law provisions or by shareholder agreement recorded in the Corporate Minute Book or as otherwise permitted by law, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they wish.

DIRECTOR COMPENSATION

The Board of directors is hereby authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may

also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII.

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law.

ARTICLE XIII.

SHARES WITHOUT CERTIFICATES

The Board of Directors may authorize the issuance of some or all of the shares of any or all of its classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626 (1) and (2) as the cited Statute now stands and as it may be amended from time to time.

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation at Jacksonville, Duval County, Florida, this ____ day of March, 1998.



Jose A. DeLaCruz



Jim A. Staples



Matthew A. Mazzeo, Sr.

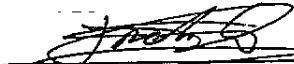
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, and all other pertinent laws of Florida, the following is submitted:

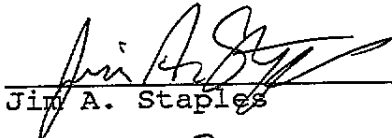
JJM OF JACKSONVILLE, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Duval County, Florida, has named **JIM A. STAPLES**, 700 E. Union Street, Unit BI, Jacksonville, Florida 32206, as its agent to accept service of process within the State of Florida.

DATED: March __, 1998.



Jose A. DeLaCruz

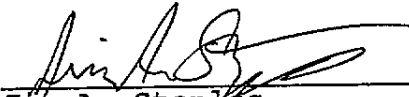


Jim A. Staples



Matthew A. Mazzeo, Sr.

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. I, as Registered Agent, am familiar with and I accept the obligations of that position.



Jim A. Staples
Registered Agent

FILED
98 MAR 13 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA