

098000030934



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 766195 137709A

AUTHORIZATION :

Patricia Pzyts

COST LIMIT : \$ 122.50

ORDER DATE : April 2, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 766195-010

CUSTOMER NO: 137709A

CUSTOMER: Merritt Gardner, Esq
GARDNER WILKES SHAHEEN &
CANDELORA
Ste. 2650
401 E. Jackson St
Tampa, FL 33602

800002477198--4

DOMESTIC FILING

NAME: JOHNSON SISTERS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

2589.
W98-7392

g 4/3/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 12:14

RECEIVED
98 APR -2 PM 1:51
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 12:14

April 2, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: JOHNSON SISTERS GROUP, INC.
Ref. Number: W98000007392

We have received your document for JOHNSON SISTERS GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 298A00017714

RECEIVED
98 APR -3 AM 11:22
DIVISION OF CORPORATIONS

ARTICLE OF INCORPORATION
OF
JOHNSON SISTERS GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 12:14

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: JOHNSON SISTERS GROUP, INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares of

common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 2650, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Merritt A. Gardner. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law. The principal office address shall be the same.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Christine J. Sebring	841 Mill Creek Road Franklin, NC 28734
Marilyn J. Mohney	7886 Lake Vista Drive Seminole, FL 33772
Lynda J. Whitaker	2251 N.W. 20th Court Gainesville, FL 32605

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Merritt A. Gardner	401 E. Jackson Street Suite 2650 Tampa, Florida

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the

directors until two years shall have expired since such action by vote of such stockholders.

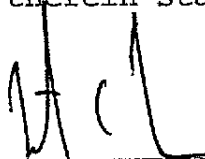
(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein state.



Merritt A. Gardner

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, on this 1st day of April, 1998, personally appeared MERRITT A. GARDNER, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my and official seal the date aforesaid.

NOTARY PUBLIC:

Sign: Gretchen Hollander
Print: GRETCHEN HOLLANDER
State of Florida at Large
My Commission Expires:



GRETCHEN HOLLANDER
My Commission CC482327
Expires Sep. 15, 1999
Bonded by ANB
800-852-5878

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 12:14

JOHNSON SISTERS GROUP, INC.

MERRITT A. GARDNER

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

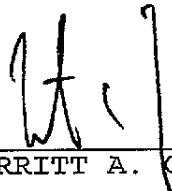
MERRITT A. GARDNER having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson Street
Suite 2650
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 1st day of April, 1998.



MERRITT A. GARDNER