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of Counsel

April 2, 1998

Via Certified Mail Z 297 001 641

Secretary of State  
Florida Department of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, FL 32301-6327

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 AM 11:39

RE: CJK Designs, Inc.

100002488551-8  
-04/14/98-01089-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$70.00 representing the following:

Filing Fees	\$35.00
Registered Agent Fee	<u>\$35.00</u>
Total	\$70.00

Please note that we have requested an effective date for the corporation of April 10, 1998.

Upon filing, please return a date-stamped copy to our office in the enclosed stamped, self-addressed envelope.

If you have further questions regarding this matter, please contact the undersigned.

Very truly yours,

CAUTHEN & FELDMAN, P.A.



William H. Cauthen

WHC/se  
Enclosures

cc: Mr. John deRoulhac Weed (w/enclosure)  
Robert Evans, C.P.A. (w/enclosure)

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EFFECTIVE DATE  
4-10-98

4-16  
W25

ARTICLES OF INCORPORATION

OF

CJK DESIGNS, INC.

FILED  
SECRETARY OF CORPORATIONS  
98 APR 14 AM 11:39

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be:

CJK DESIGNS, INC.  
1401 South 9th Street  
Leesburg, FL 34748

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be seven thousand five hundred (7500) shares of common stock with One Dollar (\$1.00) per share par value.

ARTICLE IV

Subscriber, Incorporator & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

CHARLES JOSEPH KNOWLES

1401 South 9th Street  
Leesburg, FL 34748

EFFECTIVE DATE  
4-10-98

The name and address of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES JOSEPH KNOWLES	1401 South 9th Street Leesburg, FL 34748
JOHN deROULHAC WEED	1401 South 9th Street Leesburg, FL 34748

ARTICLE V  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII  
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII  
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for herself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE IX Effective Date

The date that corporate existence shall begin and shall be April 10, 1998. This election is pursuant to Florida Statute 607.0203.

#### ARTICLE X Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1401 SOUTH 9TH STREET, LEESBURG, FL 34748. The name of the Registered Agent of this corporation is JOHN deROULHAC WEED, at the above office address.

#### ARTICLE XI Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

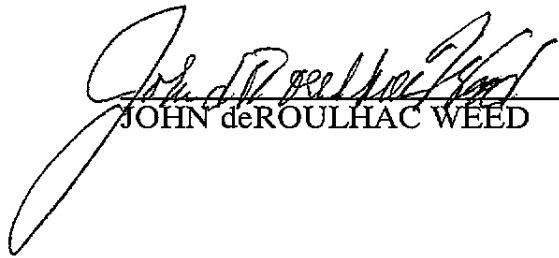
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 2nd day of April, 1998.

  
CHARLES JOSEPH KNOWLES

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for CJK DESIGNS, INC. as stated  
in these Articles of Incorporation.

Dated: April 2, 1998

  
JOHN deROULHAC WEED

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