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Thomas L. Neilson & Associates

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May 5, 1998

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98 MAY -8 PM 1:02.

APPROVED
AND
FILED

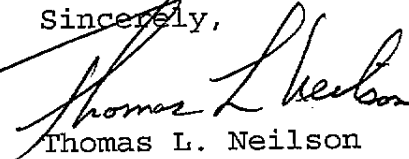
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: S & J Enterprises, INC.

Gentlemen:

Enclosed, please find Articles of Incorporation for the above corporation, and Certificate of Designation Registered Agent/Registered Office for filing. Also enclosed is a check in the amount of \$131.50 for filing.

Sincerely,


Thomas L. Neilson

TLN/gmp

Enclosure(s) as stated

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***131.50 ***131.50

Leslie Don Neilson GAVE
INCORPORATION BY PHONE TO

DIRECT Charge Corp. Name: JACKS - Williams Enterprises, Inc.

DATE 5/14

DOC. EXAM BB

B. BROCK MAY 14 1998

ARTICLES OF INCORPORATION

OF

JACKS-WILLIAMS ENTERPRISES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

JACKS-WILLIAMS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

9622 Beach Boulevard
Panama City Beach, Florida 32408

The mailing address of this corporation shall be:

9622 Beach Blvd.
Panama City Beach, FL 32408

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED SHARES

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Shirley N. Jacks
9622 Beach Boulevard,
Panama City Beach, Florida

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:


President: Shirley N. Jacks
P.O. Box 232
Sunnyside, Florida 32413

Vice-President: John B. Williams, Sr.
P.O. Box 232
Sunnyside, Florida 32413

Treasurer: John B. Williams, Sr.
P.O. Box 232
Sunnyside, Florida 32413

Secretary: Shirley N. Jacks
P.O. Box 232
Sunnyside, Florida 32413

The undersigned have executed these Articles of Incorporation this 5/2/98 day of May, 1998.


Shirley N. Jacks
President/Secretary


John B. Williams, Sr.,
Vice-President/Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is


JACKS-WILLIAMS ENTERPRISES, INC.

2. The name and address of the Registered Agent and office is:

Shirley N. Jacks
9622 Beach Blvd.
Panama City Beach, Florida 32408


Shirley N. Jacks
President/Secretary

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Shirley N. Jacks
DATED: 5/7/98

98 MAY -8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED