

P98000045382



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808655 82491A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 6, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 808655-005

CUSTOMER NO: 82491A

100002513571--5
-05/06/98--01080--002
****122.50 ****122.50

CUSTOMER: Ms. Daphne K. Stonestreet
DONALD B. SMITH, ATTORNEY AT
LAW
Suite Three
150 South Highway 17-92
Debary, FL 32713

DOMESTIC FILING

NAME: ~~J.N.J. CORPORATION~~

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: Daniel W Leggett

EXAMINER'S INITIALS:

2544
W98-10245

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 10:45

RECEIVED
98 MAY -6 PM 12:10
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 10:45

May 6, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: J.N.J. CORPORATION
Ref. Number: W98000010245

We have received your document for J.N.J. CORPORATION. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 898A00024958

RECEIVED
98 MAY 20 AM 9:50
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

J.N.J. VICTOR CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 10:45

I, THE UNDERSIGNED, being natural person of legal age, do hereby desire to form a corporation under the laws of the state of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be J.N.J. VICTOR CORPORATION, a Florida corporation. The principal place of business of this corporation shall be 5019 Palmetto Road, Kissimmee, Florida 34746.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers authorized or permitted by law or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 500 shares of common capital stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this corporation.

The names and number of shares of the shareholders of this corporation are as follows:

CHERYL J. VICTOR

500 shares

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 South Highway 17-92, Suite 3, DeBary, Florida 32713, and the name of the initial Registered Agent of this corporation at that address is: DAPHNE K. STONESTREET, ESQ.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this corporation, and the Board of Directors shall be elected or appointed by the shareholders of the corporation but it shall not be necessary for any such director to be a shareholder of the corporation.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified are:

CHERYL J. VICTOR

141 S. Quinsigamond Avenue
Shrewsbury, MA 01545

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of this corporation are:

CHERYL J. VICTOR

141 S. Quinsigamond Avenue
Shrewsbury, MA 01545

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

ARTICLE VIII

INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a part or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a director, officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such officer, director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation on this 24 day of April, 1998.


CHERYL J. VICTOR

STATE OF Massachusetts
COUNTY OF Worcester

The foregoing instrument was acknowledged before me this 24 day of April,
1998, by CHERYL J. VICTOR, who is personally known to me and who did take an
oath.


Notary Public

My Commission Expires Apr. 29, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING UPON WHOM
PROCESS MAY BE SERVED

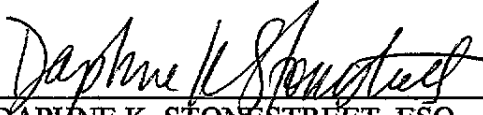
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 10:45

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CORPORATION

First, that J. N. J. VICTOR desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Kissimmee, County of Osceola, State of Florida, has named DAPHNE K. STONESTREET, ESQ., of 150 S. Highway 17-92, Suite 3, DeBary, Florida 32713, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DAPHNE K. STONESTREET, ESQ.
Registered Agent