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THOMAS R. CONKLIN - ATTORNEY & COUNSELOR

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May 26, 1998

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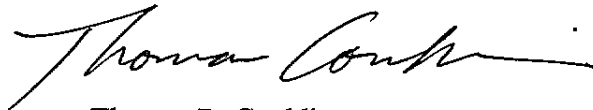
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: J & J School Co.

Dear sir or madam,

Enclosed for filing is an original and one (1) copy of the articles of incorporation and designation of registered agent. Please return a certified copy of the documents after filing to the above address. Enclosed is a check payable to the Department of State in the amount of \$122.50 for the filing fees.

Sincerely,



Thomas R. Conklin

TRC/bk

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 PM 3:41

ARTICLES OF INCORPORATION

OF

J & J School Co.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01. The name of the Corporation shall be: J & J School Co.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.02. The location and address of the Corporation's initial registered office is 6062 Gillot Blvd. Port Charlotte, FL 33981. The initial registered agent at the registered office is James M. Corrente. The Principal Address is the same.

ARTICLE THREE

PURPOSE

3.01. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01. The term of existence of the Corporation is perpetual.

ARTICLE FIVE

CAPITAL STOCK

5.01. The number of shares of stock that the Corporation is authorized to have outstanding is five hundred (500) all of which shall be common shares with par value of \$1.00.

ARTICLE SIX

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## INCORPORATORS

6.01. The names and post office addresses of the incorporator is:

Name	Address
James M. Corrente	6062 Gillot Blvd., Port Charlotte, FL 33981

## ARTICLE SEVEN

### DIRECTORS

7.01. The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

## ARTICLE EIGHT

### AMENDMENT OF ARTICLES

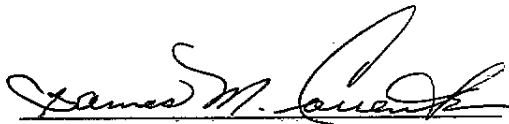
8.01. The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## ARTICLE NINE

### COMMENCEMENT OF EXISTENCE

9.01 The Corporation shall commence its existence on June 1, 1998.

The undersigned Incorporator has signed these Articles of Incorporation on this 30<sup>th</sup> day of May, 1998.

  
James M. Corrente  
Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT / REGISTERED OFFICE

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN -3 PM 3:41

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:

J & J School Co.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

James M. Corrente  
6062 Gillot Blvd.  
Port Charlotte, FL 33981

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.



James M. Corrente