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July 27, 1998

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-07/30/98--01027--004  
\*\*\*122.50 \*\*\*122.50

Subj: Incorporation of  
JIM JOHNSON MANUFACTURER'S REPRESENTATIVE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,

  
BONITA A. JOHNSON

  
JAMES P. JOHNSON

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ARTICLES OF INCORPORATION

OF

JIM JOHNSON MANUFACTURER'S REPRESENTATIVE, INC.

ARTICLE I. NAME

The name of this corporation is

JIM JOHNSON MANUFACTURER'S REPRESENTATIVE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1890 Hogan Dr., Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is JAMES P. JOHNSON.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JAMES P. JOHNSON	BONITA A. JOHNSON
1890 Hogan Dr.	1890 Hogan Dr.
Melbourne, FL 32935	Melbourne, FL 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1890 Hogan Dr., Melbourne, Florida 32935, and the mailing address of the corporation is 1890 Hogan Dr., Melbourne, Florida 32935.

ARTICLE IX. INCORPORATOR

The names and addresses of the persons signing these articles are:

JAMES P. JOHNSON	BONITA A. JOHNSON
1890 Hogan Dr.	1890 Hogan Dr.
Melbourne, FL 32935	Melbourne, FL 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 27 day of July, 1998.


  
BONITA A. JOHNSON

  
JAMES P. JOHNSON

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BONITA A. JOHNSON and JAMES P. JOHNSON to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27 day of July, 1998.

  
Notary Public



Toni L. Townsend  
MY COMMISSION # CC736284 EXPIRES  
April 23, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.


DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That JIM JOHNSON MANUFACTURER'S REPRESENTATIVE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1890 Hogan Dr., Melbourne, Brevard County, Florida 32935, has named JAMES P. JOHNSON, located at 1890 Hogan Dr., Melbourne, Brevard County, Florida 32935, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
JAMES P. JOHNSON  
Registered Agent