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Frank Clay Oberhausen, Jr.
Attorney and Counselor at Law

244 South Commerce
Sebring, Florida 33870
October 29, 1998

Telephone
Office: (941) 382 - 3121
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Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL. 32304

Re: Jaybar Enterprises, Inc.

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-11/02/98--01070--014
*****78.75 *****78.75

Gentlemen:

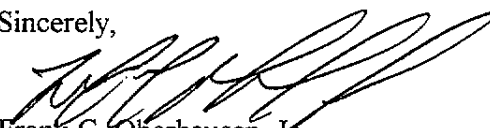
Enclosed herewith are the original and duplicate copies of the Articles of Incorporation of the above named corporation. Both the original and copies have been subscribed and acknowledged before a Notary Public.

Also enclosed is the Certificate appointing the Resident Agent which has been signed and acknowledged.

I am enclosing check number 1762 from my account in the amount of \$78.75 to cover filing fee (\$35.00), resident agent designation (\$35.00) and certified copy of charter (\$8.75).

If you find these papers to be in order, I would appreciate your placing your Certificate and endorsing your approval on the copy and returning the same to me.

Sincerely,


Frank C. Oberhausen, Jr.

FCO, Jr./tlc
Enclosures

P. Hall

NOV - 4 1998

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98 NOV - 2 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Jaybar Enterprises, Inc.

FILED

98 NOV -2 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I - NAME

The name of this corporation is Jaybar Enterprises, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 8,000 (eight thousand) shares of common stock, each share having no par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The initial place of business of this corporation shall be 2740 U.S. Highway 27 North, Suite 140, Sebring, Florida 33870. The registered agent of this corporation shall be Frank C. Oberhausen, Jr. whose office at 241 South Commerce Ave., Sebring, Florida 33870 shall be the registered office of this corporation.

ARTICLE VI - DIRECTORS

The corporation shall have 1 director initially, whose name and street address is John Bari, 2740 U.S. Hwy. 27 North, Suite 140, Sebring, FL. 33870

The number of Directors may either be increased or decreased from time to time by the By-Laws.

ARTICLE VII - SUBSCRIBERS

The name and street address of the incorporator to these Articles of Incorporation is John Bari, 2740 U.S. Hwy. 27 North, Suite 140, Sebring, Florida 33870.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of October, 1998.

John Bari
Incorporator, John Bari

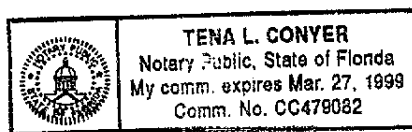
STATE OF FLORIDA)
) SS:
COUNTY OF HIGHLANDS)

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by John Bari who is personally known to me and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposed therein expressed

Sworn and Subscribed before me this 29th day of October, 1998.

SEAL

Tena L. Conyer
Notary Public



APPOINTMENT OF RESIDENT AGENT

FILED

98 NOV -2 AM 11: 35

STATE OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

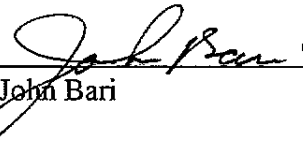
1. Jaybar Enterprises, Inc. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2740 U.S. Highway 27 North, Suite 140 in the City of Sebring, County of Highlands, State of Florida, has named Frank C. Oberhausen, Jr., located at 241 South Commerce Avenue, city of Sebring, County of Highlands, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
John Bari	Pres./Sec./Tres.	2740 US Hwy. 27 N., Ste. 140, Sebring, FL. 33870

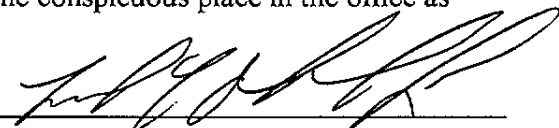
DIRECTORS:

Name	Title	Specific Address
John Bari	Director	2740 US Hwy. 27 N., Ste. 140, Sebring, FL. 33870

By: 
John Bari

ACCEPTANCE:

I, Frank C. Oberhausen, Jr., am familiar with and accept the obligations of Resident agent and agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Resident Agent