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DAVID N. DOSS

**D O S S A N D D O S S**  
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November 19, 1998

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL. 32399

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-11/23/98--01130--009  
\*\*\*\*122.50 \*\*\*\*78.75

Re: J. Flipton, Inc.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above-referenced company. Also enclosed is our check payable to your order in the sum of \$122.50 for filing fees, registered agent certificate, and one certified copy of the Articles.

Thank you.

Very truly yours,

*David N. Doss*

David N. Doss

DND/di  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

J. FLIPTON, INC.

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ARTICLE I.

The name of this corporation is: J. FLIPTON, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall consist of 100 shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.

The corporation shall have perpetual existence unless dissolved according to law.

The principal place of business and mailing address of the corporation is 5029 28th Avenue South, No. 5, Gulfport, FL. 33707.

The Board of Directors may from time to time designate such other post office address and place for the principal office of

this corporation as it may see fit.

#### ARTICLE VI.

The name and address of the initial registered agent and registered office is: Gary A. Horneck, 5029 28th Avenue South, No. 5, Gulfport, FL. 33707.

#### ARTICLE VII.

The business of this corporation shall be managed by its Board of Directors rather than the stockholders. Said Board of Directors shall consist of not less than one (1) member.

#### ARTICLE VIII.

The stockholders shall elect the officers of the corporation who shall consist of a President, Vice President, and a Secretary/Treasurer, and other such officers as the stockholders may deem advisable. The stockholders shall determine the compensation for such officers, none of whom are required to be stockholders of the corporation. All such officers shall have such rank, tenure, powers and duties as may be prescribed by the By-Laws of the stockholders by appropriate resolution. In the event of a tie vote of the stockholders, then a vote of the Board of Directors will determine the corporations course of conduct.

#### ARTICLE IX.

The name and post office address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Garret R. Cook	P.O. Box 530331 St. Petersburg, FL. 33747
Gary A. Horneck	P.O. Box 530331 St. Petersburg, FL. 33747
Mary G. Horneck	P.O. Box 530331 St. Petersburg, FL. 33747

#### ARTICLE X.

The names and post office addresses of the initial officers and stockholders or subscribers of these Articles of Incorporation who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Garret R. Cook President	P.O. Box 530331 St. Petersburg, FL. 33747
Gary A. Horneck Vice President	P.O. Box 530331 St. Petersburg, FL. 33747
Mary G. Horneck Secretary/Treasurer	P.O. Box 530331 St. Petersburg, FL. 33747

#### ARTICLE XI.

These Articles of Incorporation shall become effective upon filing and approval by the Secretary of the State of Florida as indicated by her endorsement thereof, with the date and time of approval set forth on the duplicate.

#### ARTICLE XII.

The name and street address of the incorporator to these

Articles of Incorporation is: Garret R. Cook, 5029 28th Avenue South, No. 5, Gulfport, FL. 33707.

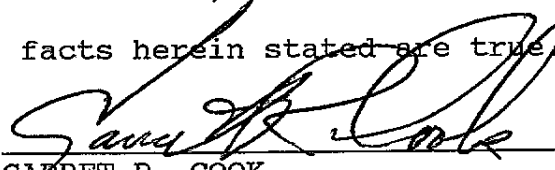
ARTICLE XIII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, as incorporator and subscriber to the capital stock, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Dated:

11/19/98

  
GARRET R. COOK

STATE OF FLORIDA :  
COUNTY OF PINELLAS :

BEFORE ME, personally appeared GARRET R. COOK, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed, this 19th day of Nov, 1998.

  
NOTARY PUBLIC

My Commission Expires:



Deborah J. Inebnit  
MY COMMISSION # CC694273 EXPIRES  
January 7, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

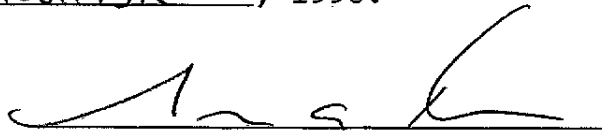
**ACCEPTANCE OF APPOINTMENT OF REGISTERED  
AGENT AND ACKNOWLEDGMENT OF REGISTERED OFFICE**

Pursuant to Section 607.0501 or 617.0501, Florida Statutes,  
the undersigned hereby accepts appointment as Registered Agent of  
the following corporation:

Name of corporation: J. FLIPTON, INC.

The undersigned hereby acknowledges that the registered agent  
and office of the above-referenced corporation shall be: Gary A.  
Horneck, 5029 28th Avenue South, No. 5, Gulfport, FL. 33707.

DATED this 19 day of November, 1998.

  
GARY A. HORNECK

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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