

P98000101695

CULP ELLIOTT & CARPENTER, P.L.L.C.

"A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION"

ATTORNEYS AT LAW
(704) 372-6322

WILLIAM R. CULP, JR., P.A. *
W. CURTIS ELLIOTT, JR. §
JOHN JOSEPH CARPENTER *
MARGARET K. LEINBACH *
CHRISTOPHER E. HANNUM §
PAUL M. HATTENHAUER †
JEFFREY D. BARNES §
MARK L. RICHARDSON §
CHACE D. CAMPBELL §
STEPHEN W. MARTIN *
MELODY Y. MALONE *
JOHN E. TROXEL *

DOUGLAS P. MUNSON
1868 - 1892

SUITE 1500 CARILLON BUILDING
227 WEST TRADE STREET
CHARLOTTE, NORTH CAROLINA 28202
TELEFAX (704) 372-1474

* Licensed in NC
§ Licensed in NC and FL
§ Licensed in NC and SC
† Licensed in NC, FL and WI

December 2, 1998

Via Federal Express Delivery

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002701882--7
-12/03/98--01076--003
*****122.50 *****78.75

RE: JKG Acquisition Corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Additionally, enclosed please find a check in the amount of \$122.50 to cover the cost of filing and a certified copy. Please file in your usual manner and return in the enclosed envelope.

If you should have any questions or comments, please contact my office.

Sincerely,

CULP ELLIOTT & CARPENTER, P.L.L.C.

Jamie L. Fuller
Jamie L. Fuller, Paralegal

JLF/

Enclosures

cc: Christopher E. Hannum

54731

Dmc
12/8/98

FILED
98 DEC -3 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JKG ACQUISITION CORPORATION**

FILED
98 DEC -3 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is JKG Acquisition Corporation (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Voting Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 4475 28th Street North, St. Petersburg, Florida, County of Pinellas. The name of its registered agent at such address is Gene Rutherford.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Gene Rutherford
4475 28th Street North,
St. Petersburg, Florida 33714

ARTICLE VI

INCORPORATOR

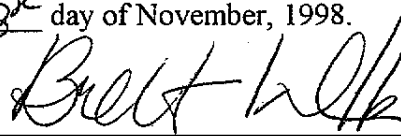
The name of the Incorporator is Brett Walker, and the address of the incorporator is 1177 West Hastings Street, Suite 1910, Vancouver, BC V6E 2K3.

ARTICLE VII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of November, 1998.

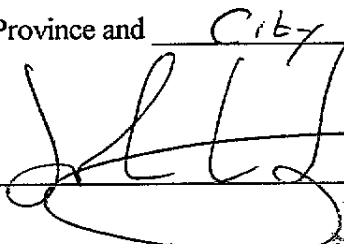
A handwritten signature in black ink, appearing to read "Brett Walker", is written over a horizontal line.

Brett Walker, Incorporator

PROVINCE OF BRITISH COLUMBIA)
) SS:
CITY OF VANCOUVER)

BEFORE ME, personally appeared Brett Walker who is personally known to me and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

18th **WITNESS** my hand and official seal in the Province and CITY aforesaid, this day of November, 1998.



JOHN W. LEGG
Barrister & Solicitor
Printed Name of Notary **JOHN W. LEGG**
Suite 1020, Montreal Trust Centre
510 Burrard Street
Vancouver, B.C.
V6C 3A8

My Commission Expires:

N/A - Indefinite

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: JKG Acquisition Corporation
2. The name and address of the registered agent and office is:

Gene Rutherford
4475 28th Street North
St. Petersburg, Florida 33714

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98 DEC -3 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated company 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.


Signature

12-2-98
Date

54155