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CHERI JOHNSON WRIGHT

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February 1, 1999

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32324

Via Airborne to: 38 32327623  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Joint Acquisition, Inc., A Florida for Profit Corporation

EFFECTIVE DATE  
1-5-99

Dear Sirs:

800002768408--5  
-02/08/99--01169--011  
\*\*\*122.50 \*\*\*\*\*78.75

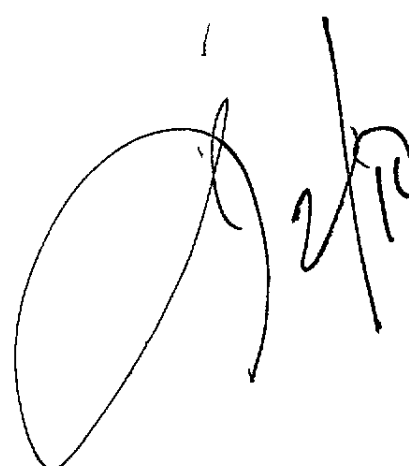
Please find enclosed the original and one copy of the Articles of Incorporation of Joint Acquisition, Inc., A Florida for Profit Corporation. I would appreciate it if you would return one certified copy to this office. My Firm's check # 5627 in the amount of \$122.50 is enclosed for the filing fees.

Thank you in advance for your assistance.

Yours very truly,

  
Cheri Johnson Wright  
CJW/sc

Enclosures

  
FILED  
99 FEB -8 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
JOINT ACQUISITION, INC.,  
A FLORIDA FOR PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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The undersigned natural person(s) competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **JOINT ACQUISITION, INC.,** A Florida For Profit Corporation.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation is to be: 603 SIXTH STREET, NW, WINTER HAVEN, FLORIDA 33881. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock with a par value of One Dollar and no/100ths (\$1.00) per share. Each share of said stock shall

1 entitle the holder thereof to one vote at every annual or special meeting of the  
2 stockholders of this corporation. The consideration for the issuance of said  
3 shares of capital stock may be paid, in whole or in part, in cash, in other  
4 property (tangible or intangible) or in labor or services actually performed for  
5 this corporation, at a fair valuation to be fixed by the Board of Directors. When  
6 issued, all shares of stock shall be fully paid and non-assessable.

#### 7 **ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT**

8 The initial registered office of this corporation shall be located at 603  
9 Sixth Street, NW, Winter Haven, Florida 33881 and the initial registered agent  
10 of this corporation at such office shall be William C. Watson. This corporation  
11 shall have the right to change such registered office and such registered agent  
12 from time to time, as provided by law.

#### 13 **ARTICLE VI- TERMS OF EXISTENCE**

14 This corporation shall have perpetual existence commencing on the date  
15 of execution and acknowledgment of these articles.

#### 16 **ARTICLE VII- BOARD OF DIRECTORS**

17 There shall be a Board of Directors for this Corporation which shall  
18 consist of not less than one (1), nor more than twenty (20), the number of the  
19 same to be fixed from time to time by the Stockholders or by the Corporate By-  
20 laws. Each of said Directors shall be of full age and at least one of them shall  
21 be a citizen of the United States, as provided by the corporate laws of the State  
22 of Florida. The business and affairs of this corporation shall be managed by  
23 the Board of Directors, which may exercise all such powers of this corporation  
24 and do all such lawful acts and things as are not by law directed or required to  
25 be exercised or done only by the stockholders.

#### 26 **ARTICLE VIII- INITIAL BOARD OF DIRECTORS AND OFFICERS**

27 The names and addresses of the members of the initial Board of  
28 Directors and officers, who, subject to these 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 Corporation's existence, or until his or her successor has

1 been duly elected and qualified, or upon their death, resignation or expiration  
2 of their term of office, and their successors have been duly elected and  
3 qualified thereafter are:

4	NAME	ADDRESS	POSITION
5	William C. Watson,	180 Lake Otis Road, SE, Winter Haven, FL 33884	President, Director, & Treasurer
6	Philip C. Owen	850 Berkley Road North, Auburndale, FL 33823	Vice- President, Secretary, & Director

#### 8 ARTICLE IX - BY-LAWS

9 The power to adopt by-laws of this corporation, to alter, amend, or repeal  
10 the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors  
of this corporation.

#### 11 ARTICLE X - SPECIAL PROVISION

12 The following special provisions, power, privileges, and limitations shall  
13 be applicable to and govern this Corporation.

14 The Board of Directors shall be elected annually by the stockholders at  
15 their Annual Meeting, or at a special meeting held for stockholders at their  
Annual Meeting, or at a special meeting held for that purpose. All vacancies  
16 in the Board shall be filled by the stockholders.

17 The stockholders shall have power by resolution to appoint an Executive  
Committee of not less than two (2) of their number, or any officer or agent, with  
18 the power to sub-delegate, who, to the extent provided for in the Resolution, or  
19 in the By-laws of this Corporation, shall have and may exercise the powers of  
the Board of Directors in the management of the affairs and property of this  
20 Corporation, and the exercise of the Corporation powers.

21 This Corporation is authorized to have a President and Treasurer and  
22 Secretary and such other officers as the Board may provide. Only the  
President need be a Director. Any person may hold two or more offices.  
23 Officers need not be stockholders. Officers, other than Directors, shall be  
24 elected by the Directors at the first meeting next after the Annual Meeting of  
25 Stockholders, or as soon thereafter as may be practicable. Each officer and  
each Director shall hold office until his successor shall be elected and qualified.  
26 The duties, powers, and functions of the officers and Board of Directors shall  
27

1 be such as usually devolve upon such officers, unless otherwise prescribed by  
2 the By-laws.

3 Members of the Board of Directors or stockholders may participate in a  
4 meeting of such or of stockholders by means of a conference, telephone or  
5 similar communications equipment by means of which all persons participating  
6 in the meeting can hear each other at the same time. Participating by such  
7 means shall constitute presence in person at a meeting.

8 The corporation shall indemnify its directors, officers, employees, and  
9 agents to the fullest extent permitted by law.

#### 10 **ARTICLE XI- AMENDMENT**

11 This Corporation reserves the right to amend, alter, change, or repeal  
12 any provisions contained in these Articles of Incorporation, or any amendment  
13 to them, in the manner now or hereafter prescribed by statute, and all rights  
14 conferred upon the stockholders herein are subject to this reservation.

#### 15 **ARTICLE XII- INCORPORATOR**

16 The name(s) and street address(es) of the Incorporator, making these  
17 Articles of Incorporation is (are):

##### 18 **NAME**

##### 19 **ADDRESS**

20 William C. Watson, 180 Lake Otis Road, SE, Winter Haven, FL 33884

21 Philip C. Owen 850 Berkley Road North, Auburndale, FL 33823

22 The original Incorporator of this corporation may sell, exchange, assign  
23 or transfer all of the stock subscribed for in these Articles of Incorporation, and  
24 deliver these Articles of Incorporation, together with the good will and corporate  
25 franchises of this corporation to the transferees or assignees; and in such  
26 event, the office and term for each Director(s) designated in this certificate to  
27 be held or exercised as originally named shall thereupon expire and a new  
28 election shall be called and held by the transferees for the election of new  
directors to hold office until their successors are elected and qualify thereafter  
in due course from time to time.

IN WITNESS WHEREOF, the undersigned incorporator has executed,

acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, for the uses and purposes herein stated, this 5<sup>th</sup> day of February, 1999.

William C. Watson  
WILLIAM C. WATSON, Incorporator

Philip C. Owen  
PHILIP C. OWEN, Incorporator

STATE OF FLORIDA

COUNTY OF POLK

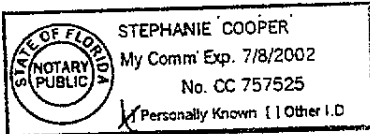
The foregoing Articles of Incorporation were acknowledged before me this 5<sup>th</sup> day of FEBRUARY, 1999, by WILLIAM C. WATSON & PHILIP C. OWEN, who is personally known to me or who has produced FL Drivers License as identification, and who did take an oath, and who executed the foregoing Articles of Incorporation in my presence, he acknowledged before me that he executed these Articles of Incorporation on the 5<sup>th</sup> day of FEBRUARY, 1999.

sign: Stephanie Cooper

print: Stephanie Cooper

Notary Public

My Commission Expires:



### ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, WILLIAM C. WATSON, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505, and 607.0501(3), Florida Statutes.

William C. Watson  
WILLIAM C. WATSON, REGISTERED AGENT

02 05 1999  
DATE