

999000018301



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 147824 9666A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : February 25, 1999

ORDER TIME : 10:07 AM

ORDER NO. : 147824-005

CUSTOMER NO: 9666A

800002786908--2

CUSTOMER: Steven H. Gray, Esq
HART & GRAY
HART & GRAY
P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: JFB OF OCALA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 3:09

RECEIVED
99 FEB 25 AM 10:34
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
JFB OF OCALA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 3:09

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:.

ARTICLE 1.

1.01 Name and Address. The name of the Corporation is **JFB OF OCALA, INC.**, and the mailing address of the Corporation is 3019 Southwest 27th Avenue, Suite 202, Ocala, Florida 34474. The address of the Corporation's principal office is 3019 Southwest 27th Avenue, Suite 202, Ocala, Florida 34474.

ARTICLE 2.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 Purpose. The purpose of the Corporation is to provide building and other construction services including, but not limited to, acting as a general contractor or subcontractor, and all other purposes permitted by law.

3.02 Corporate Powers. The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

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FOR
JFB OF OCALA, INC.

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ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares in Classes. The shares of the Corporation are to be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which

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FOR
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(except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This

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Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

Name

Address

STEVEN H. GRAY

125 N.E. 1ST Avenue, Ste. 1
Ocala, FL 34470

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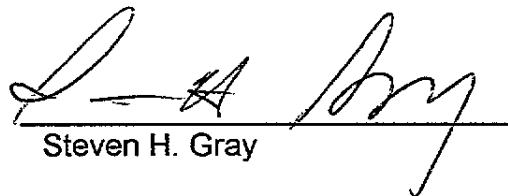
ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is Steven H. Gray, whose mailing address is 125 N.E. 1st Avenue, Suite 1, Ocala, FL 34470.

ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is Steven H. Gray, whose mailing address is 125 N.E. 1st Avenue, Suite 1, Ocala, FL 34470.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 24th day of February, 1999.


Steven H. Gray

ARTICLES OF INCORPORATION
FOR
JFB OF OCALA, INC.

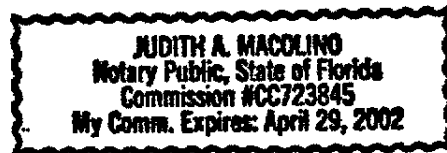
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STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Steven H. Gray, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24th day of February, 1999.


Print Name: Judith A. Macolino

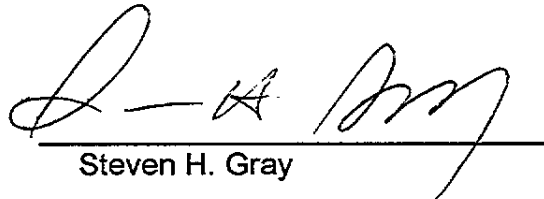


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 3:09

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Steven H. Gray, whose address is 125 N.E. 1st Avenue, Suite 1, Ocala, FL 34470, is the initial registered agent named in the Articles of Incorporation to accept service of process for **JFB OF OCALA, INC.**, a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 24th of February, 1999.


Steven H. Gray