

P9900002120S

Rogers, Towers, Et al - Mary Rose
Requestor's Name

106 S. Monroe Street
Address

Tallahassee, Florida 32301
City/State/Zip Phone #

222-7200

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. JKC Mergin Sub, Inc -
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JKC MERGER SUB, INC.**

ARTICLE I

Name

The name of this corporation is:

JKC Merger Sub, Inc.

ARTICLE II

Purpose

The general nature of the business or businesses to be transacted is to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE III

Stock

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of the par value of One Cent (\$0.01) each.

ARTICLE IV

Perpetual Existence

This corporation is to have perpetual existence.

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ARTICLE V

Principal Office; Mailing Address

The principal office and mailing address of this corporation shall be at 4490 Southside Blvd., Jacksonville, Florida 32256 or such other address as the Board of Directors may from time-to-time designate.

ARTICLE VI

Directors

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Mary Patton Pitocchelli	2827 Forest Mill Lane Jacksonville, FL 32257

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Howard I. Korman	4490 Southside Blvd. Jacksonville, Florida 32256

ARTICLE VIII

Registered Agent

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is

NAME

Howard I. Korman

ADDRESS

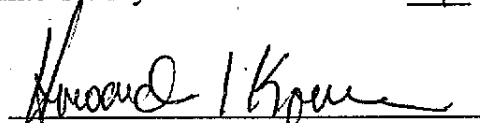
4490 Southside Blvd.
Jacksonville, Florida 32256

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 24th day of February, 1999.



Howard I. Korman

Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

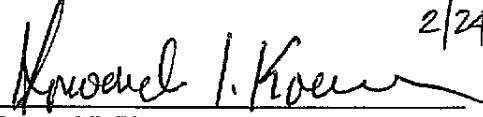
1. The name of the corporation is:

JKC Merger Sub, Inc.

2. The name and address of the registered agent and office are:

Howard I. Korman
4490 Southside Blvd.
Jacksonville, Florida 32256

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

2/24/99

Howard I. Korman

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