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*Atkin & Friedman*

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Howard Atkin  
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(941) 337-4477  
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February 19, 1999

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

JOHN W. BURKE, III, Inc.  
Re: ~~J & B Enterprises, Inc.~~

FILED  
99 MAR 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and the original Certificate Designating Registered Agent and Place of Business Domicile for the Service of Process Within Florida and Acceptance of Agent Upon Whom Process May be Served for the above company. Please file the originals and return a certified copy of the Articles to this office. Our check in the amount of \$122.50 is enclosed.

Your cooperation in this matter is appreciated.

Sincerely,



Howard Atkin

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-02/22/99--01138--011  
\*\*\*\*122.50 \*\*\*\*78.75

HA/smp  
Enclosures

W99 4569

P. Hall

MAR 12 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 24, 1999

HOWARD ATKIN, ESQ.  
2077 FIRST ST, SUITE 208  
FT MYERS, FL 33902

SUBJECT: J & B ENTERPRISES, INC.  
Ref. Number: W99000004569

JOHN W BORK, III, INC.

We have received your document for J & B ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 999A00008475

ARTICLES OF INCORPORATION  
OF

JOHN W. BURKE, III, INC.

FILED

99 MAR 10 PM 1:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is JOHN W. BURKE, III, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2077 First Street, Suite 208, Ft. Myers, FL 33901 and the name of the initial registered agent of this Corporation is HOWARD ATKIN.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is: John W. Burke, III, 1727 NE 22 Terrace, Cape Coral, FL 33909 and Debora Burke, 1727 NE 22 Terrace, Cape Coral, FL 33909.

## ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is John W. Burke, III, 1727 NE 22nd Terrace, Cape Coral, FL 33909.

## ARTICLE IX - INDEMNIFICATION

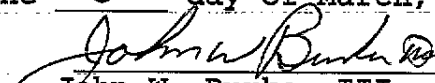
This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has

executed these Articles on the 5 day of March, 1999.

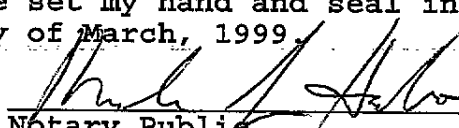
  
John W. Burke, III.

STATE OF FLORIDA

COUNTY OF LEE

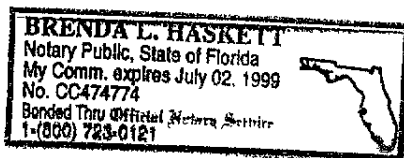
BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared JOHN W. BURKE, III, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5<sup>th</sup> day of March, 1999.

  
Notary Public

(SEAL)

Official Seal

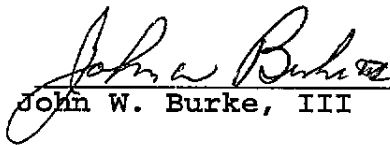


CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.34, Florida  
Statutes, the following is submitted.

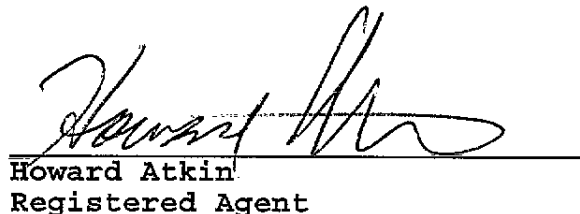
That JOHN W. BURKE, <sup>III, INC.</sup> desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of  
business at 1727 NE 22nd Terrace, Cape Coral, Florida 33909, has  
named HOWARD ATKIN located at 2077 First Street, #208, Fort  
Myers, Florida 33901, as its agent to accept service of process  
within Florida.

DATED: 3-5-79

  
John W. Burke, III

FILED  
99 MAR 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-  
named corporation, at the place designated on this certificate, I  
hereby agree to act in this capacity and I further agree to comply  
with the provisions of all Statutes relative to the proper  
performance of my duties.

  
Howard Atkin  
Registered Agent