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JEFFREY R. LUDWIG

PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELOR AT LAW

BOARD CERTIFIED AVIATION LAW ATTORNEY

PLEASE REPLY TO:  
POST OFFICE BOX 550700  
JACKSONVILLE, FLORIDA 32255-0700  
TELEFAX: 904-296-0384

April 6, 1999

SUITE 200 SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE, SOUTH  
JACKSONVILLE, FLORIDA 32216  
TELEPHONE: 904-281-0145

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, FL 32301

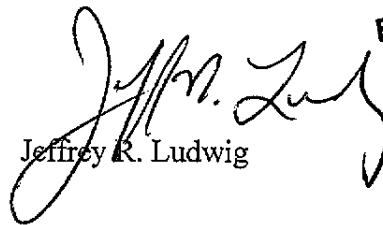
Re: JW&S, Inc.

700002834937--4  
-04/09/99--01073--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed are an original and two copies of Articles of Incorporation and Registered Agent Designation for the above-named corporation. Please file the original and return a certified copy to the undersigned in the enclosed self-addressed stamped envelope. I have also enclosed a check in the amount of \$78.75 for your services. Your prompt attention to this matter is greatly appreciated.

Very truly yours,

  
Jeffrey R. Ludwig

EFFECTIVE DATE  
4-6-99

JRL/pc  
Enclosures

Rmc  
4/13/99

FILED  
99 APR -9 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR  
JW&S, INC.

FILED  
99 APR -9 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of the corporation is:

JW&S, INC.

The mailing address of the corporation is:

2221 Alicia Lane  
Atlantic Beach, Florida 32233

EFFECTIVE DATE  
4-6-99

ARTICLE II. COMMENCEMENT

Corporate existence shall commence upon the date of acknowledgment and subscription, which is the date the Incorporator has executed these Articles; provided, however, that if these Articles are not filed within five (5) business days with the Florida Secretary of State, corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE IV. CAPITAL STOCK

The authorized capital stock of this corporation shall be 1,000 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:  
6620 Southpoint Drive South, Suite 200  
Jacksonville, Florida 32216

The name of the initial registered agent of this corporation at that address is:

Jeffrey R. Ludwig, P.A.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Street Address</u>
James Y. Wang	2221 Alicia Lane Atlantic Beach, FL 32233
Marie Wang	2221 Alicia Lane Atlantic Beach, FL 32233
Scott Mills	931 South 1st Street, Ocean Reach Condo Jacksonville Beach, FL 32250

#### **ARTICLE VIII. INCORPORATOR**

The names and addresses of the persons signing these Articles are:

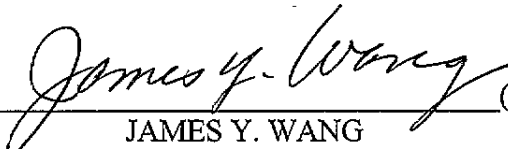
<u>Name</u>	<u>Street Address</u>
James Y. Wang	2221 Alicia Lane Atlantic Beach, FL 32233
Marie Wang	2221 Alicia Lane Atlantic Beach, FL 32233
Scott Mills	931 South 1st Street, Ocean Reach Condo Jacksonville Beach, FL 32250

#### **ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason

of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on the 6<sup>th</sup> day of April, 1999.

 (SEAL)  
JAMES Y. WANG

 (SEAL)  
MARIE WANG

 (SEAL)  
SCOTT MILLS

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

99 APR -9 PM 3:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is: JW&S, INC.
2. The name and address of the registered agent and office is:

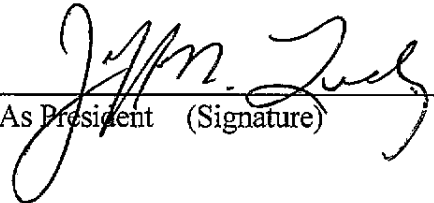
Jeffrey R. Ludwig, P.A.

6620 Southpoint Drive South, Suite 200

Jacksonville, Florida 32216

*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.*

JEFFREY R. LUDWIG, P.A.

  
As President (Signature)

(Date) 4-6-99