

P 99000040578

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002846935--6
-04/22/99--01036--002
*****87.50 *****87.50

SUBJECT: J-D ENTERPRISES/FWB, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DEAN W. DELLINGER, JR.
Name (Printed or typed)

21 NORTH DRIVE
Address

SHALIMAR, FL 32579
City, State & Zip

850-862-7944
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAY -5 AM 10:26

FILED

NOTE: Please provide the original and one copy of the articles.

Handwritten signature/initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 1999

DEAN W. DELLINGER, JR.
21 NORTH DR.
SHALIMAR, FL 32579

SUBJECT: J-D ENTERPRISES, INC.
Ref. Number: W99000009797

We have received your document for J-D ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 399A00022172

ARTICLES OF INCORPORATION
OF
J-D ENTERPRISES FWB, INC.

FILED
MAY -5 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. -- NAME

THE NAME OF THIS CORPORATION IS J-D ENTERPRISES FWB, INC.

ARTICLE II. -- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY OR ALL LAWFUL BUSINESS.

ARTICLE III. -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF ONE
DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV. -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT
WHICH HE ALREADY HOLDS, 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 AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V. -- INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 21 NORTH DRIVE, SHALIMAR, FLORIDA 32579, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DEAN W. DELLINGER, JR.

ARTICLE VI. -- INITIAL OFFICERS AND DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE.

THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:

DEAN W. DELLINGER, JR.
21 NORTH DRIVE
SHALIMAR, FL. 32579

MICHAEL A. JENNETTE
705 MELANIE LANE
FT. WALTON BEACH, FL. 32547

ARTICLE VII. -- INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

DEAN W. DELLINGER, JR.
21 NORTH DRIVE
SHALIMAR, FL. 32579

ARTICLE VIII. -- BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX . -- RESTRICTIONS OF TRANSFER OF STOCK

THE CORPORATION, AND SUBJECT TO THE PRIORITY OF THE CORPORATION, THE REMAINING STOCKHOLDERS OF THE CORPORATION, SHALL HAVE A PREFERENCE IN THE PURCHASE OF ANY SHARES OF THE CAPITAL STOCK OF THE CORPORATION, AND ANY ATTEMPTED SALE OF SUCH SHARES OF STOCK IN VIOLATION OF THIS PROVISION SHALL BE NULL AND VOID. IN THE CASE A STOCKHOLDER, HIS PERSONAL REPRESENTATIVE, HEIRS, DEVISEES, LEGATEES, PLEDGEE, ASSIGNEE, RECEIVER, TRUSTEE IN BANKRUPTCY OR ANY OTHER PERSON HOLDING UNDER OR IN PRIVITY WITH ANY STOCKHOLDER, DESIRES TO SELL HIS SHARES OF STOCK, HE SHALL FILE NOTICE IN WRITING OF SUCH INTENTION WITH THE SECRETARY OF THE CORPORATION, STATING THE PRICE AND TERMS UPON WHICH HE DESIRES TO SELL SUCH STOCK, AND UNLESS THE TERMS OF SUCH OFFER ARE ACCEPTED BY THE CORPORATION WITHIN THIRTY (30) DAYS, IT SHALL BE DEEMED TO HAVE WAIVED ITS PRIVILEGE OF PURCHASING. IN THE EVENT THAT THE CORPORATION IS LEGALLY UNABLE TO PURCHASE SUCH STOCK OR OTHERWISE WAIVES ITS PRIVILEGE OF PURCHASING, THE SECRETARY OF THE CORPORATION SHALL MAIL A WRITTEN NOTICE TO ALL THE REMAINING STOCKHOLDERS, BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, ADVISING THEM OF THE TERMS OF SUCH OFFER, AND UNLESS THE TERMS OF SUCH OFFER ARE ACCEPTED BY OR ALL OTHER STOCKHOLDERS WITHIN TEN (10) DAYS FROM THE DATE OF MAILING SUCH NOTICE, THEY SHALL BE DEEMED TO HAVE WAIVED THEIR PRIVILEGE OF PURCHASING, AND THE STOCKHOLDERS OR THE PERSON IN PRIVITY WITH HIM DESIRING TO SELL BE AT LIBERTY TO EFFECT A SALE UPON THE TERMS OF SUCH OFFER. NO STOCKHOLDER WHO HAS GIVEN NOTICE PURSUANT TO THIS ARTICLE, MAY THEREAFTER SELL SUCH STOCK FOR A PRICE OR UPON TERMS DIFFERENT THAN THE OFFER CONTAINED IN SUCH NOTICE, WITHOUT AGAIN COMPLYING WITH THE NOTICE REQUIREMENTS OF THIS ARTICLE. NEITHER THE CORPORATION, NOR THE REMAINING STOCKHOLDERS (collectively), MAY EXERCISE THEIR PRIVILEGE OR PURCHASING AS TO ANY SHARES OF STOCK LESS THAN THE TOTAL NUMBER OF SHARES INVOLVED IN SUCH OFFER.

ARTICLE X . -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XI . -- AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 29TH DAY OF APRIL 1999.

DEAN W. DELLINGER, JR.

STATE OF FLORIDA, COUNTY OF OKALOOSA

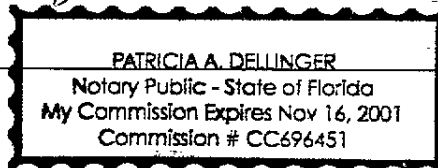
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Dean W. Dellinger, Jr., Known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29TH day of APRIL 1999.

Patricia A. Dellinger

Notary Public

My Commission Expires:



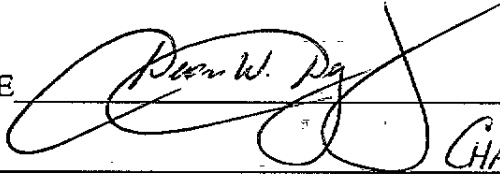
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent.

1. The name of the corporation is J - D ENTERPRISES FWB, INC.
2. The name and address of the registered agent and office is:

DEAN W. DELLINGER, JR.
21 NORTH DRIVE SHALIMAR, FL. 32579

SIGNATURE _____



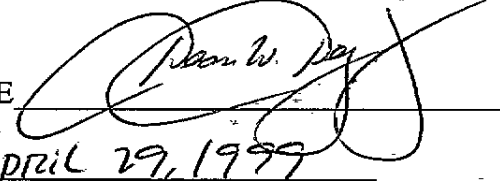
TITLE _____

CHAIRMAN

DATE April 29, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



DATE April 29, 1999

FILED
99 MAY -5 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA