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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**J. TOM SMOOT, III, P.A.**

Attorney at Law  
1533 Hendry Street  
Suite 200  
Fort Myers, Florida 33901  
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Phone: (941) 337-7037

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July 7, 1999

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Incorporation of JOALMA, INC.

Dear Sir or Madame:

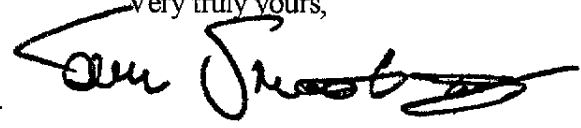
Enclosed please find the following:

1. Original and one copy of the By-Laws of JOALMA, INC.;
2. Original and one copy of the Articles of Incorporation;
3. Original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent upon whom process may be served; and
4. Filing fee in the amount of \$85.75.

Please file the original documents with the State of Florida and provide me with a certified copy after they have been filed. Thank you for your assistance.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Tom Smoot, III

JTSIII/tlw  
Enclosures

Signed in my absence  
to avoid delay.

D. BROWN JUL 15 1999

ARTICLES OF INCORPORATION

OF

JOALMA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of JOALMA, INC. and hereby set forth and declare:

CHARTER

ARTICLE I

The name of the Corporation shall be JOALMA, INC., located at Fort Myers, County of Lee, State of Florida.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The amount of the capital stock of this Corporation shall be 100 shares of \$ 10.00 par value stock, which said stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV

The Corporation shall commence business June 15, 1999.

ARTICLE V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### ARTICLE VI

The principal place for the transaction of its business shall be 15060 Tamarind Cay Court, #805, in the City of Fort Myers, County of Lee, State of Florida. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

#### ARTICLE VII

The Corporation shall have a Board of Directors of not less than one and may be increased to not more than three Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

#### ARTICLE VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Secretary and Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOHN A. MANGIN, III	President, Vice President, Treasurer, Director	15060 Tamarind Cay Court, #805 Fort Myers, FL 33908

#### ARTICLE IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
JOHN A. MANGIN, III	100	15060 Tamarind Cay Court, #805 Fort Myers, FL 33908

#### ARTICLE X

The Directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the Corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon on the first Saturday of the month immediately following the end of the Corporation's fiscal year of each and every year and the annual Directors meeting shall be held immediately after the adjournment of the annual shareholders meeting.

#### ARTICLE XI

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

#### ARTICLE XII

The street address of the initial registered office of this Corporation is 1533 Hendry Street, Suite 200, Fort Myers, FL 33901, and the name of the initial registered agent of this Corporation at that address is: J. TOM SMOOT, III. By executing these Articles, the initial registered agent acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

#### ARTICLE XIII

Each shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right

to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XIV

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the shareholders.

#### ARTICLE XV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### ARTICLE XVI

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of

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law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or officer.

#### ARTICLE XVII

A Director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or officer or any firm of which any Director or officer is a shareholder, officer, or Director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any Director so interested or member of a firm so interested, or a shareholder, officer or Director of a Corporation so interested; or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned and the incorporator(s) of the Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are


true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, County of Lee, Florida, this 5<sup>th</sup> day of June, 1999.

  
JOHN A. MANGIN, III  
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 5<sup>th</sup> day of June, 1999, by JOHN A. MANGIN, III who ☒ is personally known to me ☒ produced FL DL # M 525-961-8-101-0 as identification.

  
Notary Public

(SEAL)

Comm. Exp. Date:

Comm. Number:

Printed Names of Notary: \_\_\_\_\_



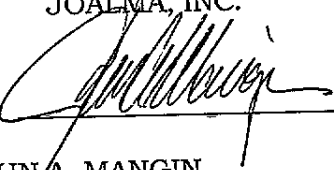
James Thomas Smoot, III  
MY COMMISSION # CC598093 EXPIRES  
October 31, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT JOHN A. MANGIN, DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY  
OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED J. TOM SMOOT, III,  
LOCATED AT 1533 HENDRY STREET, SUITE 200, CITY OF FORT MYERS, COUNTY OF LEE,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

JOALMA, INC.

Signature: 

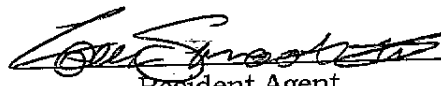
Name: JOHN A. MANGIN

Title: President/Vice President/Secretary/Treasurer

Date: 05-June, 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.

J. TOM SMOOT, III

Signature: 

Resident Agent

Date: 6-5-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA