

P99000064945

LAW OFFICES  
SHOOK, HARDY & BACON LLP

KANSAS CITY  
HOUSTON  
WASHINGTON, D.C.  
SAN FRANCISCO  
MIAMI

84 CORPORATE WOODS  
10801 MASTIN, SUITE 1000  
OVERLAND PARK, KANSAS 66210-1869  
TELEPHONE (913) 451-6060 • FACSIMILE (913) 451-8879

LONDON  
ZURICH  
GENEVA  
MELBOURNE  
BUENOS AIRES

July 12, 1999

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

800002932238--7  
-07/15/99-01057--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


Re: Jarvis Consulting & Investments, Inc.

Dear Sir or Madam:

Enclosed for filing are the signed original and one copy of Articles of Incorporation for Jarvis Consulting & Investments, Inc., along with our client's check for \$78.75 for the filing fee and Certificate of Status.

Please return the certified filing to the undersigned in the enclosed self-addressed envelope. Thank you for your prompt attention to this matter.

Very truly yours,



Alson R. Martin

ARM/mae  
enclosures

FILED  
99 JUL 15 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

0195855.01

4  
T BROWN JUL 22 1999


ARTICLES OF INCORPORATION  
OF  
JARVIS CONSULTING & INVESTMENTS, INC.

**FILED**  
99 JUL 15 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is **Jarvis Consulting & Investments, Inc.**


SECOND: The street address, wherever located, of the principal office of the corporation is Edgewater Cove - Lakewood ~~Ranch~~ 6718 Oak Manor Drive, Bradenton, Florida 34202.

Ranch 

The mailing address, wherever located, of the corporation is 3070 Leeman Ferry Road S.W., Huntsville, Alabama 35801-5614.

THIRD: The number of shares that the corporation is authorized to issue is Thirty Thousand (30,000), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is Edgewater Cove - Lakewood ~~Ranch~~ 6718 Oak Manor Drive, Bradenton, Florida 34202.

Ranch 

The name of the initial registered agent of the corporation at the said registered office is Terrance C. Jarvis.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Terrance C. Jarvis

3070 Leeman Ferry Road S.W.  
Huntsville, Alabama 35801-5614

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any

shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

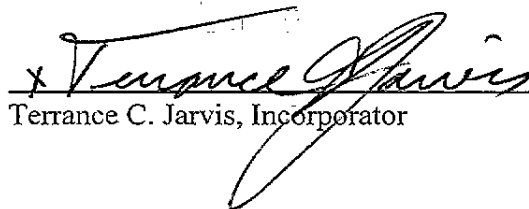
A. To engage in management, consulting and investment services.

B. To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

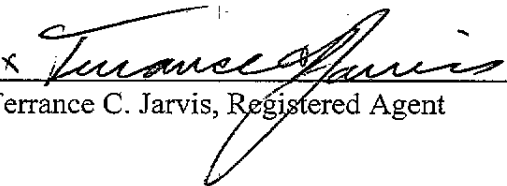
NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

  
Terrance C. Jarvis, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
Terrance C. Jarvis, Registered Agent

Date: July 12, 1999.

**FILED**  
99 JUL 15 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA