

799000065987

Bob Britt
J & R Transmission, Inc.
c/o P. O. Box 739
Ocoee, Florida 34761-0739

July 12, 1999

Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

RE: J & R Transmission, Inc.

Gentlemen:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-proposed corporation, together with the Certificate Designating Registered Agent. The duplicate copy has been signed in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to the above-referenced address.

A Money Order is enclosed in the amount of \$78.75 to cover the \$35.00 filing fee, the \$35.00 fee for Certificate Designating Registered Agent, and \$8.75 for the certified copy of the Articles of Incorporation.

Also enclosed is Application for Registration of Fictitious Name to be filed, together with a Money Order in the amount of \$50.00 to cover fee for same. If there is a problem filing these at the same time, please return with instructions.

Thank you for your assistance with this matter.

Sincerely,
J & R Transmission, Inc.


Bob Britt

K. Rolfe JUL 26 1999

Enclosures

ARTICLES OF INCORPORATION

OF

J & R TRANSMISSION, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is J & R TRANSMISSION, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To transact other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

1. The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said

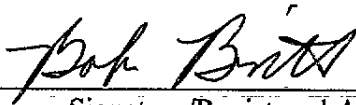
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capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

2. In the election of directors of the corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office of this corporation in the State of Florida will be 6300 Silver Star Road, Orlando, Florida 32818. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is Bob Britt.



Signature/Registered Agent

7-12-99

Date

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 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.

The names and addresses of the members who are to serve as members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Bob Britt	Post Office Box 739 Ocoee, Florida 34761
Hugh Martin	1065 Chesterfield Circle Winter Springs, Florida 32708

ARTICLE VII - INCORPORATOR

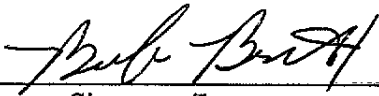
The name and address of each incorporator is:

Name

Address

Bob Britt

Post Office Box 739
Ocoee, Florida 34761



Signature/Incorporator

7-12-99

Date

ARTICLE VIII - PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall not apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE IX - 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.

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