

999000111602

MICHAEL & MICHAEL ASSOCIATES
669 KINGSLEY AVENUE
ORANGE PARK, FL 32073
(904) 264-8057

OR
(904) 269-6748

FILED
99 DEC 29 PM 3:02
TALLAHASSEE FLORIDA

November 22, 1999

Bureau of Corporate Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

500003072545-6
-12/18/99-01049-006
122.50 **18.75

Re: Team Jacksonville Nikken Independent Distributors
Association, Inc.

Ladies and Gentlemen:

Enclosed for filing is the duly executed original of the Articles of Incorporation of the above-referenced corporation and a certificate of registered agent, along with a copy of both documents for certification.

Also enclosed is a check in the amount of \$122.50 to cover the following filing fees and the cost of a certified copy.

If you have any questions concerning this proposed incorporation, please contact me.

Sincerely,

Linda Bossinger
Linda Bossinger

Enclosures

(ARTICLES.LTR)

B/bq

Spoke with Linda Bossinger
ART II does not want effective
date. Wants me to take out paragraph
pertaining to effective date and only
have corporation shall exist perpetually.
Stt

Thompson DEC 29 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 20, 1999

LINDA BOSSINGER
MICHAEL & MICHAEL ASSOCIATES
669 KINGSLEY AVE.
ORANGE PARK, FL 32073

SUBJECT: TEAM JACKSONVILLE NIKKEN INDEPENDENT DISTRIBUTORS
ASSOCIATION, INC.
Ref. Number: W99000028937

We have received your document for TEAM JACKSONVILLE NIKKEN INDEPENDENT DISTRIBUTORS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 399A00059468

*Returned
with correction.
Thanks.
LB*

ARTICLES OF INCORPORATION
OF
TEAM JACKSONVILLE NIKKEN
INDEPENDENT DISTRIBUTORS ASSOCIATION, INC.

FILED
99 DEC 29 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

Section 1.1 Name. The name of the corporation is Team Jacksonville Nikken Independent Distributors Association, Inc.

ARTICLE II - DURATION

Section 2.1 Duration. This corporation shall exist perpetually.

ARTICLE III - PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one (1) share of voting Common Stock having a par value of \$1 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 2062 Wildwood Lane, Switzerland, FL 32259, and the name of the initial registered agent of this corporation at that address is Mark McCahill. The mailing address is the same as the registered agent and office.

ARTICLE VI - DIRECTORS

Section 6.1 Number. This corporation shall have seven (7) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Name	Street Address
Mark McCahill	2062 Wildwood Lane, Switzerland, FL 32259
Laurie McCahill	2062 Wildwood Lane, Switzerland, FL 32259
Molly Edwards	530 Lake Road, Ponte Vedra Beach, FL 32082
Mark Marble	36 Franklin Avenue, Ponte Vedra Beach, FL 32082
Susan Seals	P.O. Box 441413, Jacksonville, FL 32222
Cleo Thompson	P.O. Box 306, Glen St. Mary, FL 32040
Samantha Brinkley	1792 Sea Oats Drive, Atlantic Beach, FL 32233

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII - BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII - INCORPORATION


Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Michael & Michael Associates
669 Kingsley Avenue
Orange Park, FL 32073

ARTICLE IX - AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

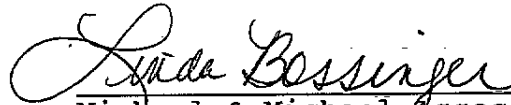
IN WITNESS WHEREOF, the incorporator has executed these Articles this 22nd day of November, 1999.


Michael & Michael Associates
by: Linda Bossinger

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes 48.091 and 607.034, the following is submitted:

Team Jacksonville Nikken Independent Distributors Association, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Mark McCahill as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2062 Wildwood Lane, Switzerland, FL 32259.

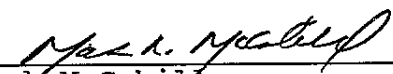


Michael & Michael Associates

by: Linda Bossinger

Dated: 11-22-99

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.


Mark McCahill

Dated: 12/13/99

(ARTICLES.TEAMJAX)

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TALLAHASSEE FLORIDA