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STATE
FLORIDA
2006 JAN 24 PM 12:42

FOREIGN PROFIT/NONPROFIT CORPORATION

J & P Marketing , Inc.

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J. Maslow

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. J & P MARKETING, INC.
(State name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

JOFA Holdings Corporation

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEVADA 3. 65-0621212
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. SEPTEMBER 22, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 444 Brickell Avenue, #51-246, Miami, FL 33131
(Principal office address)

444 BRICKELL AVENUE, #51-246 MIAMI, FL 33131
(Current mailing address)

8. ANY LAWFUL PURPOSES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: IBC FIDUCIARY INC.

Office Address: 100 S.E. 2ND STREET, SUITE 2222-A

MIAMI, Florida 33131
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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STATE
TALLAHASSEE FLORIDA

**RESOLUTIONS OF THE DIRECTORS OF
J&P MARKETING, INC.**

The undersigned, being the directors of J&P Marketing, Inc. (the "Company"), a corporation formed and duly existing in the State of Nevada, hereby consent to the adoption of the following resolutions:

RESOLVED, that the Officers are authorized to undertake any and all actions necessary to register with the State of Florida to transact business in Florida and obtain all necessary licenses and permits;

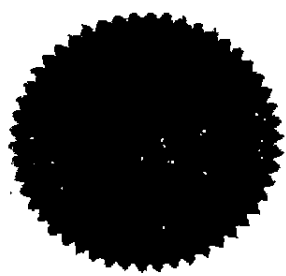
RESOLVED, that the Company shall use the assumed name of JOPA Holdings Corporation when doing business in the State of Florida; and

RESOLVED, that Mr. José T. Calvo, Director and President, is hereby directed and authorized to open a new bank account for the Company in Florida at Bank of America.

IN WITNESS WHEREOF, we have hereunto affixed our names as the Directors of J&P Marketing, Inc. and have caused the corporate seal of the Company to be hereto affixed, effective this 23rd day of January, 2006.


José T. Calvo, Director


Patricia Calvo, Director



2006 JAN 24 PM 12:42

STATE OF FLORIDA
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **J. CALVO**

Address: **C/O CT COMPANY OF NEVADA**

6100 NEIL ROAD, SUITE 500, RENO, NV 89511

Director: **P. CALVO**

Address: **C/O CT COMPANY OF NEVADA**

6100 NEIL ROAD, SUITE 500, RENO, NV 89511

B. OFFICERS

President: **J. CALVO**

Address: **C/O CT COMPANY OF NEVADA**

6100 NEIL ROAD, SUITE 500, RENO, NV 89511

Vice President: **P. CALVO**

Address: **C/O CT COMPANY OF NEVADA**

6100 NEIL ROAD, SUITE 500, RENO, NV 89511

Secretary: **L. SMEJDA**

Address: **C/O CT COMPANY OF NEVADA, 6100 NEIL ROAD, SUITE 500, RENO, NV 89511**

Treasurer: **A. DELLAVADOVA**

Address: **C/O CT COMPANY OF NEVADA, 6100 NEIL ROAD, SUITE 500, RENO, NV 89511**

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. **J. CALVO, PRESIDENT**
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE

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TALLAHASSEE FLORIDA



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, J & P MARKETING, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 22, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have herunto set my hand and affixed the Great Seal of State, at my office on January 13, 2006.



Dean Heller

DEAN HELLER
Secretary of State

By

[Signature]
Certification Clerk