

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE KITS DIRECT, INC.
Account Number : I20020000126
Phone : (305)229-8256
Fax Number : (305)229-8252

FLORIDA PROFIT CORPORATION OR P.A.

J.M. GROUP.COM, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
J.M. GROUP.COM, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: **J.M. GROUP.COM, INC.**

ARTICLES II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLES III: INITIAL REGISTERED OFFICE AND AGENT

The Initial Registered Office and Agent of this Corporation shall be:

**JOSE MARIA BARBEITO
7585 S.W. 152 AVENUE SUITE G-401
MIAMI FLORIDA 33193**

**PREPARED BY: Doris Martinez
11402 N.W. 41 STREET SUITE 211
Phone: (305) 470-2429
Miami Florida 33178**

ARTICLES IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

**7585 S.W. 152 AVENUE SUITE G-401
MIAMI FLORIDA 33193**

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be (3) Officer initially to hold office until the first annual meeting of stockholders and his successor shall have been duly elect and qualified, or until his earlier resignation, removal from office or death. The number of Officer may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and positions of the initial Officers are:

JOSE MARIA BARBEITO	PRESIDENT
FRANCISCO MIRABAL	VICE-PRESIDENT
ROSA B. DIENI	TREASURE

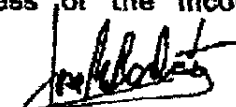
ARTICLE VI CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue, is the total sum of 100 shares, having an individual par value of \$ 10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:



**JOSE MARIA BARBEITO
7585 S.W. 152 AVENUE SUITE G-401
MIAMI FLORIDA 33193**

ARTICLE VIII: PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE X: SHAREHOLDERS:

JOSE MARIA BARBEITO 100%

In witness whereof, the undersigned incorporator has executed these of incorporation this 12 of November 2003


JOSE MARIA BARBEITO
Incorporator

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

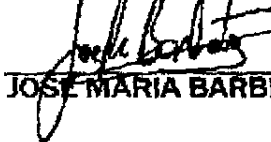
The name of this corporation is: **J.M. GROUP. COM, INC.**

The name and address of the Register Agent and Registered office is:

**JOSE MARIA BARBEITO
7585 S.W. 152 AVENUE SUITE G-401
MIAMI FLORIDA 33193**

Having been as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated 12 of November 2003



JOSE MARIA BARBEITO