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TRANSMITTAL LETTER

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

SUBJECT: 10176/ Investment Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$87.50 \$70.00 \$78.75 \$78.75 Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate of Status & Certified Copy Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED FROM: <u>Jefton Enterprises</u> Inc.

Name (Printed or typed) P.O. Box 1227
Address Key Largo, FL 33037 City, State & Zip 305-451-3777

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Please process ASAP and return certified copy & certificate in enclosed, prepaid, Fed Ex

ARTICLES OF INCORPORATION OF 101761 INVESTMENT GROUP, INC.

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FILED

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SEGNETANT OF STATE TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is 101761 INVESTMENT GROUP, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding, is 500 shares at a par value of one dollar (\$1.00) per share. Holders of the common stock are entitles to vote on all questions required by law on the basis of one (1) vote per share and there shall be no cumulative voting. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation securities.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation in the State of Florida is 119 Marina Avenue, Key Largo, Florida 33037. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of the directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the act that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firms or corporations, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VIII

The names and the post office address of the members of the first Board of Directors and the officers who shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and have qualified as follows:

Directors

James A. Sample III 119 Marina Avenue Key Largo, FL 33037

James A. Sample IV 59 Jewfish Avenue Key Largo, FL 33037

Mary Ellen Sample 119 Marina Avenue Key Largo, FL 33037

Officers

James A. Sample III, President 119 Marina Avenue Key Largo, FL 33037

James A. Sample IV, Vice President 59 Jewfish Avenue Key Largo, FL 33037

Mary Ellen Sample, Secretary 119 Marina Avenue Key Largo, FL 33037

ARTICLE IX

The name of the incorporator subscribing to these Articles is James A. Sample III, 119 Marina Avenue, Key Largo, Florida 33037.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The name and the post office address of the registered agent is James A.Sample IV, 59 Jewfish Avenue, Key Largo, Florida 33037.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to accept this capacity.

James A. Sample I

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Key Largo, Monroe County, Florida, this 19th day of February, 2004.

James A Sample III

STATE OF FLORIDA

SS

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared James A. Sample III, to me known to be the person who subscribed to the foregoing attached Articles of Incorporation of 101761 Investment Group, Inc. and he/she acknowledged that he/she did freely and voluntarily executed said Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal at Key Largo, Monroe County, Florida this 19th day of February, 2004.

Notary Public, State of Florida

My Commission

Expires: <u>June 16</u> 20