

To: FL Dept. of State
Subject: 0005045717

From: Tracy Stear

Thursday, December 15, 2005 11:05 AM

P05000163842

Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : CORPDIRECT AGENTS, INC.
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0150.45717

FLORIDA PROFIT CORPORATION OR P.A.

JP BORDERS, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12-16-05

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ARTICLES OF INCORPORATION

OF

JP BORDERS, INC.

ARTICLE I

The name of the corporation is JP BORDERS, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 8430 N.W. 16th Street, Pembroke Pines, Florida 33024.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 8430 N.W. 16th Street, Pembroke Pines, Florida 33024, County of Broward County, State of Florida and the name of its initial registered agent at such office is Pedro Dominguez.

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ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (2), and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's director until successors are duly elected and qualified are:

Pedro Dominguez
8430 N.W. 16th Street
Pembroke Pines, Florida 33024

Jose M. Rodriguez
13901 Lake Claire Court
Miami Lakes, Florida 33014

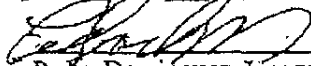
ARTICLE VII

The name of the Incorporator is Pedro Dominguez and the address of the Incorporator is 8430 N.W. 16th Street, Pembroke Pines, Florida 33024.

ARTICLE VIII

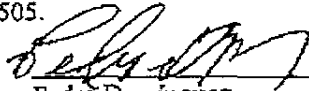
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14th day of December 2005.


Pedro Dominguez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JP Borders, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Pedro Dominguez
Agent for the Registered Agent

Dated: December 14th, 2005

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