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To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : KATZ BASKIES LLC
Account Number : I20080000071
Phone : (561) 910-5700
Fax Number : (561) 910-5701

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FLORIDA PROFIT/NON PROFIT CORPORATION

"J" Acquisition Co.

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H09000153241 3

**ARTICLES OF INCORPORATION
OF
"J" ACQUISITION CO.
(A Florida For-Profit Corporation)**

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this Corporation is "J" ACQUISITION CO. (the "Corporation").

ARTICLE II - ADDRESS

The principal place of business of the Corporation is 229 Old Bay Ct., Kissimmee, Florida, 34743, and its mailing address is 229 Old Bay Ct., Kissimmee, Florida, 34743.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is any and all lawful business.

ARTICLE IV - STOCK

The Corporation is authorized to issue shares of Common Stock and Preferred Stock as follows:

A. The Corporation is authorized to Two Thousand (2,000) shares of no par value common stock as follows:

1. One Thousand (1,000) of such shares shall be Class "A" voting shares (as described below); and
2. One Thousand (1,000) of such shares shall be Class "B" non-voting shares (as described below).

B. The Corporation is further authorized to issue Fifty Million (50,000,000) shares of no par value preferred stock as follows:

1. Ten Million (10,000,000) of such shares shall be Class "C" voting preferred shares (as described below);
2. Ten Million (10,000,000) of such shares shall be Class "D" non-voting preferred shares (as described below);
3. Ten Million (10,000,000) of such shares shall be Class "E" voting preferred shares (as described below);
4. Ten Million (10,000,000) of such shares shall be Class "F" non-voting preferred shares (as described below); and

H09000153241 3

H09000153241 3

5. Ten Million (10,000,000) of such shares shall be Class "G" voting preferred shares (as described below).

C. The rights, privileges, restrictions and conditions attaching to the said Class "A" shares, Class "B" shares, Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares and Class "G" shares are as follows:

1. The holders of the Class "A" shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only holders of a specified class of shares, other than the Class "A" shares, are entitled to vote, and they shall be entitled to notice of all meetings of shareholders of the Corporation.

2. Except as otherwise specifically provided in the *Florida Business Corporations Act*, the Class "B" shares shall not carry any right to vote nor shall the holders thereof be entitled to notice of or to attend shareholders' meetings.

3. The Class "A" shares and Class "B" shares shall, subject to the rights of the Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares and Class "G" shares, be entitled at all times and from time to time, in the sole, absolute and unfettered discretion of the directors, to an unfixed non-cumulative dividend in any amount. Each Class "A" share and Class "B" share shall rank pari passu with respect to any such dividend.

4. The Class "A" shares and the Class "B" shares shall rank pari passu in every other respect, and the holders of such Class "A" shares and Class "B" shares, shall, subject to the rights of the holders of the Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares and Class "G" shares, be entitled to receive the remaining property of the Corporation upon a dissolution.

5. For purposes of these Articles the term "Redemption Amount" shall mean:

(a) in the case of a Class "C" share, Class "D" share, Class "E" share and Class "F" share, an amount equal to the consideration for which each such share had been issued or in the event such share had been issued in consideration of property or past services, an amount equal to the fair equivalent of money that the Corporation would have received if such share had been issued for money; and

(b) in the case of a Class "G" share, an amount equal to \$1.00.

6. Each Class "C" share, Class "D" share, Class "E" share, Class "F" share and Class "G" share shall, in priority to the Class "A" shares and Class "B" shares, carry the right, in the discretion of the directors, to a fixed monthly non-cumulative preferential dividend in the case of the Class "C" shares, Class "D" shares, Class "E" shares and Class "F" shares in an amount between zero percent (0%) and one percent (1%) as determined by the Directors of the amount of the consideration for which each share had been issued or in the event such share had been issued in consideration of property or past services, in an amount between zero percent (0%) and one percent (1%) as determined by the Directors of the amount of the fair equivalent of money that the Corporation would have received if such share had been issued for money and in the case of the Class "G" shares of \$0.01 per Class "G" share.

H09000153241 3

7. Each Class "C" share, Class "D" share, Class "E" share, Class "F" share and Class "G" share shall, in priority to the Class "A" shares and Class "B" shares, carry the right, in the event of the liquidation or winding-up of the Corporation, to repayment of an amount equal to the Redemption Amount.

8. In the event that only part of the amount of the consideration received by the Corporation for any share issued by the Corporation is added to the stated capital account for the class or series of shares of which such share forms part, such share shall be deemed to have been issued for the full amount of the consideration received therefor for all purposes other than stated capital but including dividends, redemptions, purchases, cancellation, liquidation and dissolution. If shares of the Corporation are issued in payment of a dividend, the declared amount of the dividend stated as an amount of money shall be added to the stated capital account maintained for the shares of the class or series issued in payment of the dividend and such shares shall be deemed to be issued for a consideration equal to the declared amount of such dividend notwithstanding the Redemption Amount of such shares.

9. The Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares and Class "G" shares shall not carry the right to any further participation in profits or assets of the Corporation.

10. The holders of the Class "C" shares and Class "E" shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only holders of a specified class of shares other than the Class "C" shares and Class "E" shares are entitled to vote, and they shall be entitled to notice of all meetings of shareholders of the Corporation.

11. Except as otherwise specifically provided in the *Florida Business Corporations Act*, the Class "D" shares, the Class "F" shares and the Class "G" shares shall not carry any right to vote nor shall the holders thereof be entitled to notice of or to attend shareholders' meetings.

12. Each Class "C" share, Class "D" share, Class "E" share, Class "F" share and Class "G" share shall be redeemable, at the option of the Corporation, for a price equal to the Redemption Amount. The Corporation may redeem all or any part of the Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares or Class "G" shares, at any time at the option of the directors of the Corporation upon a notice of seven (7) days without the consent of the holders thereof, and if less than the whole amount of the then outstanding Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares or Class "G" shares shall be so redeemed, the shares to be redeemed shall be selected pro rata, by lot or in any other manner as the directors may determine.

13. Each Class "E" share, Class "F" share and Class "G" share shall be redeemable, at the option of the holder of such share for a price equal to the Redemption Amount.

14. The Class "C" shares, Class "D" shares, Class "E" shares, Class "F" shares and Class "G" shares shall rank pari passu in every other respect.

H09000153241. 3

H09000153241 3

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the Corporation's initial registered agent is KATZ BASKIES LLC (the "Registered Agent"). The street address of the Registered Agent is 2255 Glades Road, Suite 240W, Boca Raton, Florida 33431.

ARTICLE VI - OFFICERS AND DIRECTORS

The initial President and director of the Corporation is:

JEAN-PIERRE POULIN
520 De Pointe-Gatineau Street
Gatineau, Quebec J8T 2B5
Canada

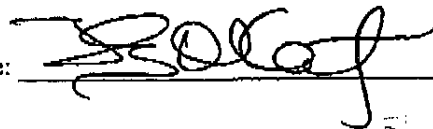
ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Thomas O. Katz, 2255 Glades Road, Suite 240W, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of the Registered Agent hereby accepts the appointment as Registered Agent in accordance with section 607.0501, of the Florida States, and states that the Registered Agent is familiar with, and accepts, the obligations of that position.

KATZ BASKIES LLC, Registered Agent


By: Thomas O. Katz

Incorporator Signature: 

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H09000153241 3