

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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J. Corp.

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Signature _____

Requested by DN

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Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RP
9-9-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST. STE. 1
TALLAHASSEE, FL 32302

SUBJECT: J. CORP.
Ref. Number: W97000018493

We have received your document for J. CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please add the name of the registered agent, Jay Mills, to Article 2 in order to properly designate him as such.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 197A00040646

CERTIFICATE OF INCORPORATION
OF J. CORP.

FILED
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DIVISION OF CORPORATIONS

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1. NAME.

The name of the Corporation is J. CORP.

2. PRINCIPAL OFFICE AND REGISTERED AGENT

Its principal office and registered agent at said office in the State of Florida is 2301 N. University Drive, Suite 211, Pembroke Pines, Fla., 33024. where JAY MILLS, is responsible as registered agent for J. CORP., a Florida Corporation at the above address.

3. PURPOSES

The nature of the business to be conducted or promoted is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Florida.

4. CAPITAL STOCK

The total number of shares of capital stock that the corporation shall have authority to issue is 100 all of which are to be common stock with no par value.

5. INCORPORATOR

The name and mailing address of the initial incorporator is: Jay Mills, 2301 N. University Drive, Suite 211, Pembroke Pines, Fla., 33024.

6. EXISTENCE

The corporation shall have perpetual existence.

7. LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts.

8. MANAGEMENT

Subject to the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for

defining and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books and records of the corporation may be kept outside the state of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors who shall have power to exercise all the powers of the corporation, including [without limiting the generality hereof], the power to create mortgages upon the whole or any part of the property of the corporation, whether real or personal, without any action of or by the shareholders, except as otherwise provided by statute or the bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the bylaws.

(d) The Board of Directors shall have the power to make and alter the bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, to determine whether and to what extent and at what times and places and under what circumstances and

regulations the books and accounts of the corporation or any of them, other than the stock ledger, shall be open to the inspection of stockholders and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale exchange or other disposal of the property and/or asset of the corporation, payment thereof may be made either to the corporation or directly to the stockholders in proportion to their interests, upon surrender of their respective stock certificates, or otherwise as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest or association therein which is or might be adverse to the interests of the corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming this corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate,

hereby declaring and certifying that this is my act and deed and the facts herein stated are true and correct, and accordingly have hereunto set my hand this 28 day of August, 1997.

Jay C. Mills
Jay Mills

State of Florida,)
County of Broward) SS

BE IT REMEMBERED THAT on this 28 day of August 1997 before me, an office duly authorized in the State and County aforesaid and to take acknowledgements, personally appeared Jay Mills, who is personally known to me or who has produced the following identification: Florida Driver License and who executed the above and foregoing certificate, and he acknowledged before me that he signed and executed the same as his own free act and deed and declared the statements contained therein are true.

IN WITNESS WHEREOF, in the County and State last aforesaid the facts herein stated are true and correct, and accordingly I have hereunto set my hand and seal this 28 day of August, 1997.

NOTARY PUBLIC STATE OF FLORIDA

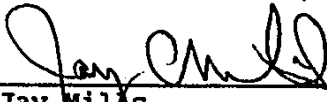
(Sign) Karen Kuzminski
(Print) _____

Commission No.: _____ KAREN KUZMINSKI
My Commission Expires _____ COMMISSION # CC348600
EXPIRES FEB 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.



ACCEPTANCE BY REGISTERED AGENT

I, JAY MILLS, am hereby familiar with and accept the duties and responsibilities as registered agent for J. CORP., a Florida Corporation.



Jay Mills

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