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Katherine Harris, Secretary of State

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FLORIDA NON-PROFIT CORPORATION

j & c t.v.com inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2000

EMPIRE

SUBJECT: J & C T.V.COM INC.
REF: W00000003478

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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J & C T.V.COM INC.

ARTICLES OF INCORPORATION

I.

NAME./ ADDRESS

The name of the Corporation shall be J & C T.V.COM INC., with principal address at c/o Douglas D. Stratton, Esq., 407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139.

II.

TERM OF EXISTENCE.


The corporation shall have perpetual existence.

III.

PURPOSE OF THE CORPORATION.

The purpose of the Corporation shall be to establish a spay and neuter clinic and program to educate the community about the necessity of controlling the pet over population.

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Prepared by: Douglas D. Stratton, Esq.
407 Lincoln Road, Suite 2A
Miami Beach, Florida
(305) 672-7772
Florida Bar No.: 240966

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IV.

QUALIFICATION FOR MEMBERSHIP.

To become a member in good standing of the Corporation, the following are necessary:

1. An applicant must have proof that they are in good standing with the designated treasurer of the Corporation as having paid the yearly dues for the year they wish to become a member of the Corporation. The yearly dues shall be set by the Board Directors, and approved by a simple majority of the members of the Corporation in good standing and present at the first regularly scheduled meeting of the General Membership of the Corporation in each calendar year.

V.

OFFICERS AND DIRECTORS.

The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than 15 members, which will include an annually elected President, Vice President, Secretary and Treasurer as well as, other directors. These officers-directors duties shall include the following:

a) President; whose duties it shall be to manage the ongoing affairs of the Corporation by making those day to day policy decisions that are necessary and by appointing those he or she feels will be necessary to implement those policies. The President shall be the Chair-person at all of the meetings of both the Board of Directors and the General Membership of the Corporation.

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b) Vice-President; whose duties shall be to aid the President in the day to day decision making for the Corporation as well as, to share any meetings of either the Board of Directors or the General Membership should the President be unable to attend.

c) Secretary; whose duties shall be to correspond, for the Corporation, with any party that the Corporation that the Corporation may find it necessary to correspond with as well as to record the minutes of the meetings of both the General membership and the Board of Directors.

d) Treasurer; whose duties shall be to keep the books of account for the Corporation. Also to render an annual financial report on the status of the Corporation's funds to the General Membership.

e) The name and address of the incorporator hereof is:

NAME

ADDRESS.

Brian K. Tomlinson

3751 - 6th Avenue, Suite B
San Diego, California 92103

To collect those fees due to the Corporation from the membership, to furnish the members with receipts therefore and to have control of the checking books of the Corporation.

The Directors of the Corporation shall be elected by a simple majority of the members of the corporation in good standing and present at the first regularly scheduled meeting of the General Membership of the Corporation on each calendar year.

Immediately following the adjournment of the first regularly meeting of the General Membership of the Corporation in each calendar year, as set forth above, there will be convened a meeting of the newly elected Board of Directors of the Corporation. The purpose of the meeting of the Board of Directors will be to elect, from amongst themselves

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by the vote of a simple majority of the Directors, a President, Vice President, Secretary, and Treasurer as well as to appoint either from amongst the newly elected Board of Directors or from the General Membership if the Corporation who are in good standing, any and all other officers the newly elected Board of Directors feel will be necessary to aid the Directors and the above listed officers in carrying out their duties for the benefit of the Corporation.

**VI.
INITIAL BOARD OF DIRECTORS.**

The initial Board of Directors shall consist of:

1. Brian K. Tomlinson, 3751 - 6th Avenue, Suite B, San Diego, California 92103.
2. Errol Neal, 3751 - 6th Avenue, Suite B, San Diego, California 92103;
3. Luciana Tomlinson, 3751 - 6th Avenue, Suite B, San Diego, California 92103

**VII.
BY-LAWS**

The by-laws of the Corporation shall be drafted by the Board of Directors with whatever aid they feel is necessary and shall be voted on for approval by a simple majority of the members present at the initial meeting of the membership.

ALTERATION OF THE BY-LAWS.

The by-laws of the Corporation may be altered in the following manner;

- 1.) Proposed alteration of the by-laws may be submitted by either;
 - a) a majority of the Board of Directors of the Corporation, or
 - b) Ten (10) members of the corporation.
- 2.) Alterations of the by-laws must approved by Sixty Seven (67%) of the members

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of the corporation in good standing and present at the first regularly scheduled meeting of the General Membership of the Corporation called for the specific purpose of adopting an alteration to the by-laws of the Corporation.

VIII.

AMENDMENTS TO THE ARTICLES OF INCORPORATION.

The Articles of Incorporation may be amended by a vote of three quarters (3/4's) of the members of the Corporation in good standing. All amendments must be acted on at the first regularly scheduled meeting of the General Membership of the Corporation.

1.) Proposed amendments to the Articles of Incorporation may be submitted by either;

a) The agreement of the full Board of Directors.

b) By forty percent (40%) of the members in good standing with the Corporation.

Amendments to the Articles of Incorporation shall be presented at the first regularly scheduled meeting of the General Membership of the Corporation in each calendar year or at a special meeting of the General Membership of the Corporation called for the specific purpose of amending these Articles of Incorporation.

IX.

INDEMNIFICATION.

The corporation shall indemnify any and all of its Directors and or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are made parties to by reason of their acts while acting in their Corporate capacity.

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X.

INITIAL REGISTERED AGENT.

The initial registered agent for the Corporation and the street address of the registered agent is; **DOUGLAS D. STRATTON, ESQ., 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.**

Having been named to accept Service of Process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept in that capacity and agree to comply with the provision of the Florida Corporate Law dealing with keeping open an office for Service of Process.


Douglas D. Stratton, Esq.,
As Registered Agent

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation for the purpose therein expressed this 27 day of January, 2000.


BRIAN K. TOMLINSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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