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^{unlimited}
J&J VENTURES CORPORATION
2801 Florida Ave., #418, Miami, Florida 33133

Tuesday, November 2, 1999

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

700003035127--7
-11/04/99-01062-011
*****78.75 *****78.75

Re: Corporate filing

Dear Division of Corporations:


Enclosed please find the following documents:

1. Original Articles of Incorporation for J&J Ventures Corporation;
2. Original Certificate of Designation of Registered Agent/Office and Acknowledgement; and
3. A check made payable to the Florida Department of State in the amount of \$78.75 to pay for the filing fees (\$35.00), registered agent designation (\$35.00), and certified copy (\$8.75).

Please file the attached documents and return the certification to the undersigned at your earliest convenience.

Should you need any additional documentation, please do not hesitate to contact the undersigned. Thanking you in advance for your assistance, we remain,

Very Truly Yours,


JOHN G. CARLSON,
President

305-446-4033
305-572-9400

JGC/ea
Encls. (as noted)

J&J VENTURES/DOS-1

FILED
2000 JAN -3 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 1 2000

W99000025664



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 5, 1999

JOHN G. CARLSON
2801 FLORIDA AVE., #418
MIAMI, FL 33133

SUBJECT: J & J VENTURES CORPORATION
Ref. Number: W99000025664

We have received your document for J & J VENTURES CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Angela Howell
Document Specialist

Letter Number: 199A00053714

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J&J UNLIMITED VENTURES CORPORATION

ARTICLES OF INCORPORATION

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

SECTION 1: NAME.

The name of this corporation is J&J UNLIMITED VENTURES CORPORATION.

SECTION 2: CAPITAL STOCK.

The maximum number of shares of par value common, of non par common and of preferred stock, and of every kind, class or series of each, with their distinguishing characteristics and the par value of all shares outstanding at any one time is ONE HUNDRED (100) at \$5.00 par value.

SECTION 3: INITIAL CAPITAL.

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

SECTION 4: TERM OF EXISTENCE.

This corporation is to exist perpetually.

SECTION 5: ADDRESS.

The initial post office address of the principal office of this corporation in the State of Florida is 2801 Florida Ave., #418, Miami, Florida 33133. The Board of Directors may from time to time move the principal office to any other address in Florida.

SECTION 6: DIRECTORS.

This corporation shall have two (2) directors, initially. The number of directors may be increased from time to time pursuant to the by-laws adopted by the stockholders.

SECTION 7: INITIAL DIRECTORS.

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN G. CARLSON	2801 Florida Ave., #418, Miami, Florida 33133
JAN CARLSON	2801 Florida Ave., #418, Miami, Florida 33133

SECTION 8: SUBSCRIBERS.

The name and address of the subscribers to these articles of incorporation is:

NAME

ADDRESS

JOHN G. CARLSON
JAN CARLSON

2801 Florida Ave., #418, Miami, Florida 33133
2801 Florida Ave., #418, Miami, Florida 33133

SECTION 9: NATURE OF BUSINESS

9.01. To engage in every aspect and phase of the business of any and all business which is not contrary to the laws of the United States of America and of the State of Florida.

9.02. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a savings and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair or exposition.

9.03. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

9.04. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

9.05. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

9.06. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.


SECTION 10: AMENDMENT. These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

SECTION 11: RESIDENT AGENT. The corporation, pursuant to Chapter 48.091, Florida Statutes, has named JOHN G. CARLSON, Miami, Miami-Dade County, State of Florida, as its agent to accept service of process within this state.

SECTION 12: REGISTERED OFFICE. The street address of its initial registered office of the corporation is 2801 Florida Ave., #418, Miami, Florida 33133.

The incorporators of the corporation executed these Articles of Incorporation on ^{December 16} ~~November 1~~, 1999.

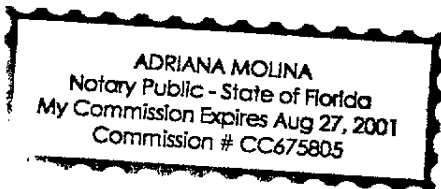

JOHN G. CARLSON




JAN CARLSON

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, JOHN G. CARLSON and JAN CARLSON, to me known to be the persons described as the incorporators of J&J ~~UNLIMITED~~ VENTURES CORPORATION who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this ^{16th} ~~1st~~ day of ~~November~~, 1999.
~~December~~
(seal)




Notary Public, State of Florida at Large

Print Notary Public's Name

J&J VENTURES ARTICLES OF INCORPORATION
~~UNLIMITED~~

FILED

2000 JAN -3 PM 4: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J&J UNLIMITED VENTURES CORPORATION

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/OFFICE
AND ACKNOWLEDGMENT**

CORPORATION:

J&J UNLIMITED VENTURES CORPORATION

REGISTERED AGENT/OFFICE:

JOHN G. CARLSON
2801 Florida Ave., #418
Miami, Florida 33133

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties, and I am familiar with and accept the obligations of my position as registered agent.


JOHN G. CARLSON

Date: December 16, 1999

J&J UNLIMITED VENTURES\REGISTERED AGENT DESIGNATION