

P000000093623



ACCOUNT NO. : 072100000032

REFERENCE : 564447 4312787

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 2000

ORDER TIME : 10:54 AM

ORDER NO. : 564447-005

CUSTOMER NO: 4312787

CUSTOMER: James C. Evans, Esq  
CATLIN SAXON TUTTLE AND EVANS,  
CATLIN SAXON TUTTLE AND EVANS,  
Alfred I. Dupont Bldg., #1700  
169 E. Flagler Street  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 PM 4:47

DOMESTIC FILING

NAME: JMP CORPORATION

600003111036--8

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

*2544*  
*W000-2245*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 26 PM 4:47

January 26, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: JMP CORPORATION  
Ref. Number: W00000002245

**RESUBMIT**

Please give original

to Florida Department of State.

We have received your document for JMP CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 200A000037

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**JACQUES PHILIPPE INCORPORATED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 26 PM 4:47

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

**ARTICLE I - NAME**

The name of the corporation shall be:

JACQUES PHILIPPE INCORPORATED

**ARTICLE II - MANAGEMENT BY DIRECTORS**

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said By-Laws may be amended at any time in accordance with their provisions.

**ARTICLE III - ACTION BY UNANIMOUS CONSENT**

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial one (1) member Board of Directors consisting of:

**PHILIPPE L. DRAY**  
3620 N.W. 114<sup>th</sup> Avenue  
Miami, Florida 33178

#### **ARTICLE V - INITIAL OFFICERS**

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Secretary/Treasurer

**PHILIPPE L. DRAY**

#### **ARTICLE VI - DURATION**

The existence of this corporation shall be perpetual.

#### **ARTICLE VII - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, any and all lawful business for which corporations may be incorporated under the laws of Florida.

#### **ARTICLE VIII - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares, each of the par value of Ten Cents (\$.10) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

#### **ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE X - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be located at 3620 N.W. 114<sup>th</sup> Avenue, Miami, Florida 33178. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its Directors may from time to time authorize.

#### **ARTICLE XI - CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

#### **ARTICLE XII - INDEMNIFICATION**

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

#### **ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE**

The name and the street address of the initial registered office of this corporation are:

JAMES C. EVANS, ESQ.  
Catlin, Saxon, Tuttle and Evans, P. A.  
1700 Alfred I. DuPont Building  
169 East Flagler Street  
Miami, Florida 33131

#### **ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV - INCORPORATOR**

The name and mailing address of the person signing these articles of incorporation are:

PHILIPPE L. DRAY  
PLD International  
3620 N.W. 114<sup>th</sup> Avenue  
Miami, Florida 33178

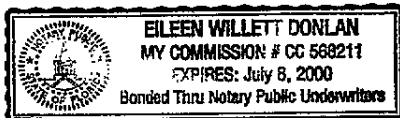
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24<sup>th</sup> day of January, 2000.

  
PHILIPPE L. DRAY

(SEAL)

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

THIS INSTRUMENT WAS ACKNOWLEDGED BEFORE ME this 24<sup>th</sup> day of January, 2000, by PHILIPPE L. DRAY. He is personally known to me or produced \_\_\_\_\_ as identification and did not take an oath.



*Eileen Donlan*

Print Name: EILEEN DONLAN  
Notary Public, State of Florida  
My Commission Expires: JULY 8 - 2000

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

*James C. Evans*  
\_\_\_\_\_  
JAMES C. EVANS, ESQ.  
Registered Agent

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