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Corporate Consulting Ltd.

March 9, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: JaxClub.com Inc.

To Whom It May Concern:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for the above-mentioned corporations, along with a check in the amount of \$70.00 for the filing fees. I do not need a certified copy.

Please file and return a copy for each corporation to show the date of filing to me by First Class Mail at the above address.

Thank you for your prompt attention to this matter. If you have any questions please contact me.

Sincerely,


Beth Shewell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JaxClubs.com Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: JaxClubs.com Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5 17th Avenue North, #201, Jacksonville Beach, Florida 32250.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are: 1,000 with No par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Kevin Marasco and the mailing address of its initial agent is : 5 17th Avenue North, #201, Jacksonville Beach, Florida 32250.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
Elizabeth Shewell, 701 Renner Road, Wilmington, Delaware 19810.

ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2).

The name and address of the persons who are to serve as members of the initial board of directors of the corporation are as follows:

Kevin Marasco, 1501 Neptune Grove Drive West, Neptune Beach, Florida 32266

C.J. Ilano, 2754 White Oak Lane, Jacksonville, Florida 32207

The undersigned incorporator has executed these Articles of Incorporation this ninth day of March 2000.

A handwritten signature in cursive script, appearing to read "Elizabeth Shewell", is written over a horizontal line.

Elizabeth Shewell, President
Corporate Consulting Ltd.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the Corporation is: JaxClubs.com Inc..
2. The name and address of the registered agent and office is:

Kevin Marasco, 5 17th Avenue North, #201, Jacksonville Beach, Florida 32250

Having been named as registered agent 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 in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Kevin Marasco

3-03-00
(Date)