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Charles R.F. & Ann S. Smith

6300 Midnight Run Road. # 1211 Sarasota, FL 34242

941-349-9624 Fx: 941-346-1336

00 MAR 20 AM 9:16

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

March 17, 2000

Department of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee FL 32314

EFFECTIVE DATE

4-1-00

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-03/20/00--01069--007

*****78.75 *****78.75

RE: New Corporation

SUBJECT: Jerann Enterprises, Inc.

Enclosed is an original and two (2) copies of the articles of incorporation proposed for Jerann Enterprises, Inc., and a check for \$78.75 to cover the Filing Fee and Certified Copy.

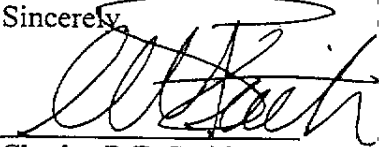
FROM: Charles R.F. and Smith
6300 Midnight Pass Road. # 1211
Sarasota, FL 34242
1-800-854-8304 [Daytime phone]

Please make the filing effective April 1, 2000.

PLEASE direct copies and communications to my attorney -

Wayne V.R. Smith Esq.
Smith & Darst LLP
1656 N. California Blvd, Suite 222
Walnut Creek, CA 94596
1-925-934-1699

Sincerely,



Charles R.F. Smith

B. BROWN MAR 27 2000

EFFECTIVE DATE
4-1-00

00 MAR 20 AM 9:16
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be **JERANN ENTERPRISES, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:
6300 Midnight Pass Road. # 1211, Sarasota, FL 34242

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in marketing and sales activities and to engage in any lawful act or activity for which a profit corporation may be organized under Florida law.

ARTICLE IV SHARES

The number of shares of stock is: 10,000 shares.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent are:

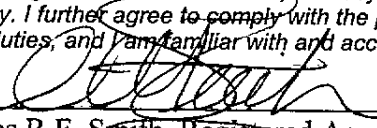
Charles R.F. Smith
6300 Midnight Run Road. # 1211
Sarasota, FL 34242

ARTICLE VI INCORPORATOR

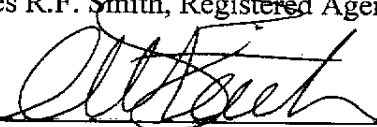
The name and address of the Incorporator are:

Charles R.F. Smith
6300 Midnight Pass Road. # 1211
Sarasota, FL 34242

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 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.


Charles R.F. Smith, Registered Agent

Date: March 17, 2000


Charles R.F. Smith, Incorporator

Date: March 17, 2000

ARTICLE VII EFFECTIVE DATE

The effective date of the above Corporation shall be:

April 1, 2000