

TRANSMITTAL LETTER

P00000057992

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

SUBJECT: J.A.K. Technologies, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 JUN -8 AM 11: 03

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Maria Ossi

Name (Printed or typed)

5808 S. 2nd Street

Address

Tampa, FL 33611

City, State & Zip

(813) 8230-8866

Daytime Telephone number

200003282042-3  
-06/08/00--01084--028  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

NOTE: Please provide the original and one copy of the articles.

OR 6/15

FILED

2000 JUN -8 AM 11: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**J.A.K. TECHNOLOGIES, INC.**

The undersigned, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this Corporation shall be J.A.K. Technologies, Inc.

**ARTICLE II**

**Principal Office**

The principal place of business/ mailing address of this Corporation is 5808 S. 2<sup>nd</sup> Street, Tampa, Florida 33611.

**ARTICLE III**

**Purpose**

The purpose for which the Corporation is organized is internet marketing and other sales activities.

**ARTICLE IV**

**Shares**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 5000 shares of common stock, each with a par value of one dollar (\$1.00).

## ARTICLE V

### Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with the by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation is: Maria Ossi, 5808 S. 2<sup>nd</sup> Street, Tampa, Florida 33611.

## ARTICLE VI

### Registered Agent

The name and address of the Registered Agent for this Corporation is: Maria Ossi, 5808 S. 2<sup>nd</sup> Street, Tampa, Florida 33611.

## ARTICLE VII

### Incorporator

The name and address of the Incorporator for this Corporation is: Maria Ossi, 5808 S. 2<sup>nd</sup> Street, Tampa, Florida 33611.

## ARTICLE VIII

### Pre-emptive Rights

Each shareholder in this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

## ARTICLE IX

### Interested Directors

- A. No contract or other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, or a committee thereof, which approves such contract or transaction, or that his/her or their votes are counted for such purpose:
- (1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or
  - (2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders;
  - (3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee which approves such contracts or transaction.
  - (4) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which approves such contract or transaction.

## ARTICLE X

### Long Term Employment Contract

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XI

Director Reliance on Corporate Records

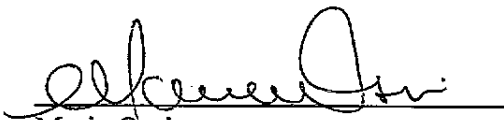
A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall be liable if, in good faith in determining the amount available for dividends or distribution, he/she considers the assets to be of ample value.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by the law. Each amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholder's meeting unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts herein stated, this 5<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Maria Ossi

ACKNOWLEDGMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE VI hereof, has executed the following acknowledgment accepting said office and agreeing to comply with the provision of chapter 49.091, Florida Statutes:

I, Maria Ossi, having been named to accept service of process for the above stated Corporation, at the place designated in ARTICLE II hereof, hereby accept to act in this capacity and agree to comply with the provision of said ACT relative to keeping open said office.

*Maria Ossi*  
Registered Agent

FILED  
2000 JUN -8 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Maria Ossi, to be well known or known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County and state aforesaid, this 5<sup>th</sup> day of June, 2000.

*Adrienne Rentschlar*  
NOTARY PUBLIC, State of Florida



Mu Commission Expires: