

TRANSMITTAL LETTER

P 00000108592

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

SUBJECT: S & J Business Ventures, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003470378--7  
-11/20/00--01093--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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: Barbara C. Peddicord  
Name (Printed or typed)

1707 E. Bearss Ave.  
Address

Tampa, FL 33613  
City, State & Zip

(813) 631-0344  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 20 PM 2:59

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

eg  
11/21/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 NOV 20 PM 2: 59

ARTICLES OF INCORPORATION

OF

S & J BUSINESS VENTURES, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be S & J Business Ventures, Inc.

ARTICLE II - DURATION

This corporation shall commence corporate existence at the time of filing these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business of the corporation is marketing information regarding internet websites. Further, the corporation is authorized to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the obtainment of any of the objectives hereinafter mentioned and to do any other act or acts, thing or things, incidental to or growing out of or connected with the aforesaid business or any part or parts thereof. Further, the corporation can engage in any act of business or any part or parts thereof. Further, the corporation can engage in any business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of common stock having a par value of \$1.00 each, amounting in the aggregate to \$7,500.00. All stock issued shall be paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

Everyshareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the first exclusive right to purchase his same proportionate existing share thereof, as nearly as may be done without issuance of fractional shares at the same price at which it is offered to others. Fair market value will be value computed by two (2) different and independent C.P.A.'s, using generally accepted accounting procedures and principals. If there is only one shareholder (individual) listed on the corporate ownership records, except if the ownership is by Estate or Trust, then this appraisal process can be waived by the Directors of the Corporation. The corporation will incur the expenses for the stock appraisal to determine its stock/share value in accordance with the above procedure herein.

## ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders will not be resold or otherwise transferred to other persons or entities unless such shares are first offered to the remaining shareholders presently of record and then to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, may be further specified by written agreement among all of the shareholders of record of this corporation.

If no written agreement among all of the shareholders can be reached, the Directors of the corporation will determine the fair market value of the stock by averaging the book value computed by two (2) different and independent C.P.A.'s, using generally accepted accounting practices and principles. A sixty (60) day notice via certified mail, Return Receipt Requested, will advise all shareholders of this value and of their option to purchase, prior to stock transfer. Each shareholder must review, accept or reject the stock in writing to the corporation within this sixty (60) day time period. Then, the corporation must acknowledge receipt or non-receipt of each shareholder's response.

## ARTICLE VII - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2708 Bellwood Drive, Brandon, Florida 33511, and the name of the initial principal officer of this corporation is W. J. Broadwater, IV. The street address of the initial registered office of this corporation is 1707 E. Bearss Ave., Tampa, Hillsborough County, Florida 33613, and the name of the initial registered agent of this corporation is Barbara C. Peddicord. The Board of Directors shall have the right by majority vote to change the registered office and the registered agent.

## ARTICLE III - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

W.J. Broadwater, IV  
2708 Bellwood Drive  
Brandon, FL 33511

Richard Bartolazzi  
1406 Gertrude Dr.  
Brandon, FL 33511

## ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former Officer or Director in the manner set out and provided for in the By-Laws of this corporation and to the full extent permitted by law, in any criminal, civil or administrative proceedings.

ARTICLE XI - DIVIDENDS AND VOTING

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation. Each outstanding common share shall be entitled to one (1) vote. There shall be no cumulative voting.

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law except the following actions must be taken at a meeting of Directors, subject to prior authorization and prior approval by three-fourths (3/4) of shareholders entitled to vote their stocks:

1. Dissolution or merger of the corporation; or
2. Sale of corporate assets.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended only in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by three-fourths (3/4) of the shareholders entitled to vote thereon, unless all of the shareholders sign a written notarized statement authorizing a certain amendment of these Articles of Incorporation to be made.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 15th day of November, 2000.

  
Richard Bartolazzi

  
W. J. Broadwater, IV

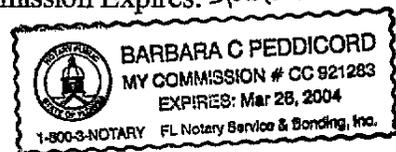
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Richard and W. J. Broadwater, IV, who are personally known to me, and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of November, 2000.

  
Notary Public

My Commission Expires: 3/26/04



CERTIFICATE OF ACKNOWLEDGEMENT OF REGISTERED AGENT  
FOR THE PURPOSE OF ACCEPTING SERVICE OF PROCESS  
FOR

S & J BUSINESS VENTURES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provisions of Florida Statutes, Chapter 607, governing formation of corporations.



Barbara C. Peddicord  
1707 E. Bearss Ave.  
Tampa, FL 33613  
(813) 631-0344

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