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J M J ORCHIDS, INC.

FILED  
01 JAN 12 AM 7:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2708 N. FEDERAL HIGHWAY  
DELRAY BEACH, FL 33444

JANUARY *gfe* 2001

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-01/12/01--01085--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Capitol Building  
Tallahassee, FL 32304

Attention: Corporation Division

RE: J M J ORCHIDS, INC.

Dear Sir or Madam,

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$35.00
Resident Agent Fee	<u>35.00</u>
Total	\$70.00

Cordially,

  
JOHN SCALZO

F. CHESLER

JAN 17 2000

**CERTIFICATE OF INCORPORATION**  
**-OF-**  
**J M J ORCHIDS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is J M J ORCHIDS , INC.

**ARTICLE II. DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III. PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000,000 , all of which shall be common shares with par value of \$0.01.

**ARTICLE V. REGISTERED OFFICE**

The street address and mailing address of the principal place of business is 2708 N. FEDERAL HIGHWAY, DELRAY BEACH, FL 33444 and the street address of the initial registered office of the corporation is 2708 N. FEDERAL HIGHWAY, DELRAY BEACH, FL 33444 and the name of the initial registered agent is JOHN SCALZO.

**ARTICLE VI. DIRECTORS**

The Board of Directors of the corporation shall consist of two members, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

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The names and addresses of the Directors which constitute the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN SCALZO	2708 N. FEDERAL HIGHWAY DELRAY BEACH, FL 33444
JEFF DAVIS	2708 N. FEDERAL HIGHWAY DELRAY BEACH, FL 33444

**ARTICLE VII. INCORPORATORS**

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN SCALZO	2708 N. FEDERAL HIGHWAY DELRAY BEACH, FL 33444

IN WITNESS WHEREOF, the undersigned have subscribed their names this  
9th day of January 2000.

  
JOHN SCALZO

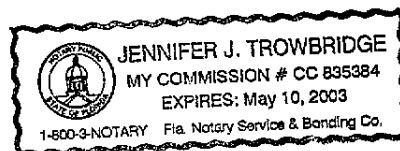
  
JEFF DAVIS

STATE OF FLORIDA            )  
  :SS  
COUNTY OF PALM BEACH )

On this 9th day of January 2000, before me, the undersigned officers, personally appeared as JOHN SCALZO and JEFF DAVIS, known to me to be the persons whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
NOTARY PUBLIC, STATE  
OF FLORIDA AT LARGE



STATE OF FLORIDA

SECRETARY OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

J M J ORCHIDS, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

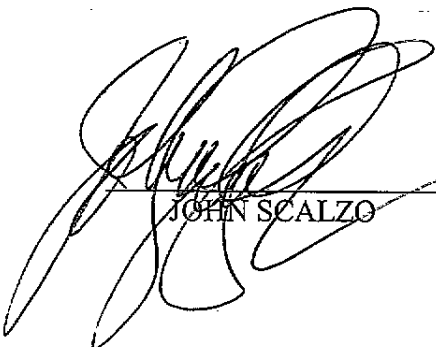
J M J ORCHIDS, INC., a corporation organized under the laws of the state of Florida, with its principal office at 2708 N. FEDERAL HIGHWAY, DELRAY BEACH, FL 33444 has named JOHN SCALZO at 2708 N. FEDERAL HIGHWAY, DELRAY BEACH, FL 33444, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
JOHN SCALZO	PRES./ DIR.	2708 N. FEDERAL HIGHWAY DELRAY BEACH, FL 33444
JEFF DAVIS	V-P / TREAS.	2708 N. FEDERAL HIGHWAY DELRAY BEACH, FL 33444

ACCEPTANCE

I agree as Resident Agent to accept service of process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous Place in the office as required by law.

DATED: 1/9/01

  
JOHN SCALZO

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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