

P01000025734
JamaicaListings.com
9280 NW 21st Manor Sunrise Florida 33322

EFFECTIVE DATE

3-1-01

FILED

01 MAR -2 AM 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 8th 2001

Division of Corporations
Doris Brown
P.O. Box 6327
Tallahassee Florida 32314

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*****70.00 *****70.00

Dear, Doris Brown

As per your request for a Certificate of Designation of Registered Agent enclosed you should find what you are looking for JamaicaListings.com if there is any thing else that you may need just let us know.

Sincerely,

Leo Benjamin
Leo Benjamin

9280 NW 21st Manor Sunrise Florida 33322

n/01-5078

D. BROWN MAR 13 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 6, 2001

LEO BENJAMIN
9280 N W 21ST MANOR
SUNRISE, FL 33322

SUBJECT: JAMAICALISTINGS.COM, INC.
Ref. Number: W01000005078

We have received your document for JAMAICALISTINGS.COM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 201A00013625

EFFECTIVE DATE

3-1-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

OF

JamaicaListings.com, Inc.

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 - Name

The name of the corporation shall be:

JamaicaListings.com, Inc.

Article II - Principal Office

The Principal Place of business and mailing address of this corporation shall be:

9280 NW 21st Manor Sunrise Florida 33322

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares

Article IV – Corporate Activities

The corporation shall be generally engaged in the following business:

The sale of internet banners and space on the JamaicaListings.com and related advertising services on the internet

Article V – Business Begin Date

The Corporation shall commence business:

On March 1, 2001, and shall continue until termination by this agreement, or by operation of law

Article VI – Contribution of Capital

The stockholders shall contribute capital in proportionate shares as follows:

<u>Stockholders</u>	<u>Capital</u>	<u>Shares</u>	<u>Par Value</u>
Leo Benjamin	\$500.00	500	\$500.00
George Hudson	\$500.00	500	\$500.00

Each of the initial stockholders will have equal shares of stock, and capital accounts will be set up and maintained with contributions in excess of par for each stockholder. The capital account of each stockholder shall consist of each stockholder's capital in excess of par and increased by additional capital contributions and decreased by capital distributions made to each stockholder and further reduced by his share of the corporation's losses, if these losses are charged to the capital accounts.

Article VII – Accumulated Adjusted Account

An accumulated adjusted account (retained earnings account) shall be maintained for each stockholder. Withdrawals to these accounts can only be made if there are positive earnings. Any stockholder withdrawal shall be charged to his accumulated adjusted account. Withdrawals shall be limited to amounts unanimously agreed to by the stockholders.

Article VIII – Salaries

No stockholder shall receive any salary for services rendered to the corporation except as specifically, and first approved by each of the stockholders.

Article IX – Loans By Stockholders

Upon consent by the majority of the stockholders, any stockholder may lend money to the corporation at an interest rate agreed upon in writing at the time said loan is made.

Article X – Profits and Losses

Net profits or losses of the corporation shall be borne proportionately among the stockholders.

Article XI – Allocation of Depreciation, Gain/Loss on Contributed Property

The stockholders understand that, for income tax purposes, the corporation's adjusted basis of some of the contributed property differs from fair market value at which the property was accepted by the corporation. However, the stockholders intend that the general allocation rule of the Internal Revenue Code shall apply, and the depreciation or gain or loss arising with respect to these property shall be allocated proportionately between the stockholders.

Article XII – Management

The stockholders shall have equal rights and control in the management of the corporation.

Article XIII – Books of Accounts

The corporation shall maintain adequate accounting records. All book, records, and accounts of the corporation shall be open at all times to inspection by all stockholders or their representatives.

Article XIV – Accounting Method

The books of accounts shall be kept on a cash basis.

Article XV – Corporate Year

The books of accounts shall be kept on a calendar year basis, commencing January 1 and ending December 31, and shall be closed and balanced at the end of each year.

Article XVI – Annual Audit

The books of accounts shall be audited at the end of the calendar year if requested by any of the stockholders. This audit shall be performed by an accountant mutually agreed upon by the majority of the stockholders.

Article XVII – Banking

All funds of the corporation shall be deposited in the name of the corporation in such checking or savings accounts as designated by the stockholders.

Article XVIII – Death or Incapacity

In the event of the death, incapacity or insanity of any of the stockholders, the remaining stockholder(s) shall have the right to continue the business of the corporation with any other person(s) they may select, but they shall pay to the incapacitated stockholder or his beneficiary the value of his interest in the corporation.

Article XIX – Valuation of the Stockholder Interest

The value of the interest of the incapacitated or deceased stockholder shall be the sum of the stockholder's capital account, accumulated adjustment account, loans payable and loans receivable at the end of the month following the incapacity or death. No value for goodwill shall be calculated in determining the value of the stockholder's interest, unless specifically agreed to in advance by the stockholders.

Article XX – Distribution of Stockholder's Interest

The value of the stockholder's interest shall be paid without interest to the stockholder of his beneficiary in 12 monthly installments, commencing on the first day of the third month after the effective date of the stockholder's death or incapacity.

Article XXI – Termination

In the event that the remaining stockholder(s) does not elects to purchase the interest of the deceased or incapacitated stockholder or elects to dissolve the corporation, such proceedings shall be done with reasonable promptness to liquidate the business of the corporation. The assets of the corporation shall first be used to pay or provide for all debts of the corporation. Thereafter, all money remaining undistributed in the accumulated adjustment accounts shall be paid to the remaining stockholders proportionately.

Article XXII – Registered Agent

The name and address of the initial registered agent is: Arlene Benjamin, 9280 NW 21st Manor, Sunrise, FL 33322

Article XXIII – Incorporators

The names and street addresses of the incorporators to these Articles of Incorporation are:

Leo Benjamin, Director
9280 NW 21st Manor
Sunrise, FL 33322

George Hudson, Director
4211 NW 66th Avenue
Coral Springs, FL 33067

27th Day of Feb 2001.

Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
01 MAR -2 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617,0501, 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.

I - The name of the Corporation is:

JamaicaListings.com, Inc.

2. The name and address of the registered agent and office is:

Arlene Benjamin

9280 NW 21st manor

Sunrise, FL 33322

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.

Signature: Arlene Benjamin Date: 3-8-01

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