Robert P. Bissonnette, P.A. Attorney and Counselor At Law

Robert P. Bissonnette Member of Florida and Federal Trial and <u>App</u>ellate Bars

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August 2, 2001

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

Re: Filing Articles of Incorporation for JB Financial Corp.

Dear Sir or Madam:

Enclosed please find for filing Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of \$78.25 for the filing fees, registered agent designation, and certified copy of the Articles. Please return a certified copy of the Articles to the above address. Thank you for your attention to this matter.

Very Truly Yours,

Robert P. Bissonnette, Esq.

RPB/bah Encl.

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sbeut P. Bissonnette

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ARTICLES OF INCORPORATION

OF

JB FINANCIAL CORP.

ARTICLE I

The name of the corporation is JB FINANCIAL CORP.

ARTICLE II

This corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III

This corporation is organized for the purposes of transacting any and all lawful business.

<u>ARTICLE IV</u>

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

<u>ARTICLE</u> VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is 800 East Broward Blvd., Suite 310, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is ROBERT P. BISSONNETTE, ESQ.

ARTICLE VIII

This corporation shall have one director initially. The number of directors may increase from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial director of this corporation is as follows:

NAME

ADDRESS

JOHN BRUCE PAYETTE

2466 Cat Cay Lane Fort Lauderdale, FL 33312

ARTICLE IX

The stock of this corporation shall be issued pursuant to a plan under section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this corporation will begin business shall not be less than Five Hundred (\$500.00)

Dollars.

ARTICLE X

The name of address of the person signing these Articles is:

<u>NAME</u>

- -ADDRESS

JOHN BRUCE PAYETTE

2466 Cat Cay Lane

Fort Lauderdale, Fla. 33312

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of August, 2001.

OHN BRUCE PAYETTE

Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN BRUCE PAYETTE who produced the following

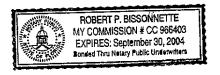
identification: <u>FL 10/L \$3=5-465-65</u> and known by me to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this _____ day of August, 2001.

Notary Public Signature

ROBERT P. BISSONNETTE Notary Public Printed Name

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That JB FINANCIAL CORP. desiring to organize under the laws of the State of Florida, with its principal office located at 800 East Broward Blvd., Suite 310, Fort Lauderdale, Florida 33301, as indicated in the Articles of Incorporation, has named ROBERT P. BISSONNETTE, ESQ. located at 800 East Broward Blvd., Suite 310, Fort Lauderdale, Florida 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

ROBERT P. BISSONNETTE, ESQ.