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BROOKER & ROONEY, P.A.  
Attorneys at Law  
2145 14<sup>th</sup> Avenue, Suite 20  
Vero Beach, Florida 32960  
561-778-5400

November 29, 2001

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000004704910--1  
-12/04/01--01092--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: J N J VENTURES, INC.**

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

Filing fee and certificate      \$ 70.00

Sincerely,



ELIZABETH STEWART BROOKER

FILED  
2001 DEC -4 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enc: Articles of Incorporation  
Copy of Articles of Incorporation  
Check in the amount of \$ 70.00

12/4/01

EFFECTIVE DATE

11/28/01

FILED

ARTICLES OF INCORPORATION  
OF  
J N J VENTURES, INC.

2001 DEC -4 PM 12:47

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE ONE - NAME

The name of this corporation is J N J VENTURES, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence commencing on November 28, 2001.

ARTICLE THREE - PURPOSE

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

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock that shall be designated as "Common Shares."

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1110 Old Dixie Highway, Suite A2, Vero Beach, Florida 32960, and the name of the initial registered agent of this corporation at that address is EARL LEON PASSMORE.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is:

EARL LEON PASSMORE, 1110 Old Dixie Highway, Suite A2, Vero Beach, Florida 32960  
GAY S. PASSMORE, 1110 Old Dixie Highway, Suite A2, Vero Beach, Florida 32960

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator signing these articles is: EARL LEON PASSMORE, 1110 Old Dixie Highway, Suite A2, Vero Beach, Florida 32960.

ARTICLE EIGHT - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29<sup>th</sup> day of November, 2001.

Earl Leon Passmore  
EARL LEON PASSMORE

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EARL LEON PASSMORE, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29<sup>th</sup> day of November, 2001.

Elizabeth S. Brooker  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:  
Elizabeth Brooker  
My Commission CC912002  
Expires February 20, 2004



CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that J N J VENTURES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1110 Old Dixie Highway, Suite A2, Vero Beach, Florida 32960 has named EARL LEON PASSMORE, located at 1110 Old Dixie Highway, Suite A2, Vero Beach, Florida 32960 as its agent to accept service of process within Florida.

Dated: 11/29/01

Earl Leon Passmore  
EARL LEON PASSMORE,  
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Earl Leon Passmore  
EARL LEON PASSMORE,  
Resident Agent

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA