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TRANSMITTAL LETTER

DATE: 12/21/01

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

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-12/26/01--01073--020
*****87.50 *****87.50

SUBJECT: JAJ VILLAS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation, a check for \$87.50 for filing fees, certified copy and certificate was previously submitted.

FROM: JAMES J. McVEIGH
1123 BECK AVENUE
PANAMA CITY, FLORIDA 32401
PHL (850) 913-8119

FILED
01 DEC 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE DEC 31 2001

ARTICLES OF INCORPORATION

OF

JAJ VILLAS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, pursuant to Section 607.0202, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

JAJ VILLAS, INC.

ARTICLE II - PRINCIPLE OFFICE

The principal place of business of this corporation shall be:

1123 Beck Avenue
Panama City, Florida 32401

The mailing address of the corporation shall be:

1123 Beck Avenue
Panama City, Florida 32401

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in business activities, to include but not limited to real estate and to do everything necessary, proper, advisable or convenient for the accomplishment of these business activities; and further to do all things that are not forbidden by law or by these Articles of Incorporation and to carry out the corporation's activities in any state or territory of the United States or worldwide not forbidden by laws of that state or by the laws of the United States.

ARTICLE IV - SHARES

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

Number: The corporation shall have the authority to issue 1000 shares of One Dollar (\$1.00) par value of Capital Stock.

Initial Issue: Five Hundred (500) shares of the Capital Stock of the corporation shall be issued for cash at a value of One Dollar (\$1.00) per share.

Stated Capital: The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

No Classes of Stock: The shares of the corporation are not to be divided into classes.

Subscribers: The name and post office address of the subscriber to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration is:

<u>NAME:</u>	<u>ADDRESS:</u>
JAMES J. McVEIGH	1404 WEST BEACH DRIVE
	PANAMA CITY, FLORIDA 32401
<u>NUMBER OF SHARES:</u>	<u>VALUE OF CONSIDERATION:</u>
500	\$500.00

ARTICLE V - INITIAL DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial director is:

<u>NAME:</u>	<u>ADDRESS:</u>
JAMES J. McVEIGH	1123 BECK AVENUE
	PANAMA CITY, FLORIDA 32401

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

<u>NAME:</u>	<u>ADDRESS:</u>
JOHN B. McVEIGH	1123 BECK AVENUE
	PANAMA CITY, FLORIDA 32401

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NAME:
JAMES J. McVEIGH

ADDRESS:
1123 BECK AVENUE
PANAMA CITY, FLORIDA 32401

ARTICLE VIII - POWERS

The powers of the corporation shall include, but not be limited to the following:

- (1) To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal equitable interest in property wherever located;
- (2) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any parts of its property;
- (3) To negotiate, agree and enter into contracts or agreements with various businesses to provide managerial, promotional, educational or consulting services on a fee basis; to business-contract for such services if applicable;
- (4) To make contracts and guarantees, incur liabilities, borrow money and secure its obligations by mortgage or pledge of property;
- (5) To lend money, invest and reinvest its funds, and to receive and hold real and personal property as security for repayment;
- (6) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (7) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section 607.0833;
- (8) To make and amend the by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of this corporation.
- (9) To conducts its business, locate offices and exercise the powers granted by Florida Statutes within or without this state.

ARTICLE IX - SHAREHOLDER VOTING REQUIREMENT

An affirmative vote of the Shareholder Voting Requirement of the shares of the corporation shall be required for any shareholder action.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued from time to time. The preemptive right of any holder is determined by the ratio shares of common stock held by the holder to all shares of common stock currently authorized issued.


ARTICLE XI - CUMULATIVE VOTING

The shareholders of the corporation shall be entitled to vote their shares for the election of directors cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares and to distribute them among as many of the candidates for director as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of the corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at the election.

ARTICLE XII - AMENDMENTS

The shareholders shall have the powers to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than 51% vote of the common stock.

The undersigned incorporator has executed these Articles of Incorporation this _____ day of September, 2000.


JAMES J. McVEIGH
INCORPORATOR

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

FILED

01 DEC 26 AM 10:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, 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.

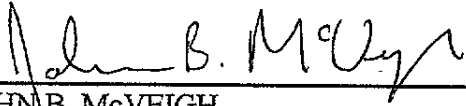
1. The name of the corporation is:

JAJ VILLAS, INC.

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

JOHN B. McVEIGH
1123 BECK AVENUE
PANAMA CITY, FLORIDA 32401

Having been named as the 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.



JOHN B. McVEIGH

Dec. 21, 2001

DATE