

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO2000047885**

The Jeffrey Group, Inc.

400005308734--8  
-04/19/02--01068--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

RECEIVED  
02 APR 19 PM 12:17  
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2002 APR 19 PM 1:51  
TALLAHASSEE FLORIDA  
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Signature \_\_\_\_\_

Requested by: SK

Name \_\_\_\_\_

Date 4/19/02

Time 11:20

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

5/1/02 - 11/16/02  
g 4/19



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

2002 APR 19 PM 1:51

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 19, 2002

CAPITAL CONNECTION, INC.

SUBJECT: THE JEFFREY GROUP, INC.  
Ref. Number: W02000011161

RECEIVED  
02 MAY -1 AM 11:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for THE JEFFREY GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6878.

Alan Crum  
Document Specialist  
New Filing Section

Letter Number: 402A00023695

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

FILED  
2002 APR 19 PM 1:51

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

THE JEPHREY GROUP, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation is:

THE JEPHREY GROUP, INC.

ARTICLE II:

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III:

PURPOSE

This 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 total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share.

ARTICLE V:

PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI:

REGISTERED OFFICE

The registered office and principal place of business of the corporation shall be 612 Mayfair Drive, Altamonte Springs, FL 32701, and JEFFREY ATWOOD, whose business address is identical to such registered office as its registered agent.

ARTICLE VII:

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII:

The names and addresses of the initial shareholders of the corporation, all of whom are of full age and citizens of the United States are, as follows:

JEFFREY ATWOOD  
612 Mayfair Drive  
Altamonte Springs, FL 32701

JEFFREY WEDGE  
402 Laurie Avenue  
Port Orange, FL 32127

ARTICLE IX:

The principal officers of this corporation shall be a President and Vice President. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

JEFFREY ATWOOD  
612 Mayfair Drive  
Altamonte Springs, FL 32701

JEFFREY WEDGE  
402 Laurie Avenue  
Port Orange, FL 32127

ARTICLE X:

The names and addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

JEFFREY ATWOOD  
612 Mayfair Drive  
Altamonte Springs, FL 32701

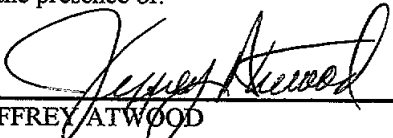
JEFFREY WEDGE  
402 Laurie Avenue  
Port Orange, FL 32127

ARTICLE XI:

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF We, the undersigned subscribers have hereunto set our hands and seals to the above Articles of Incorporation effective this 29<sup>th</sup> day of April, 2002.

Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
JEFFREY ATWOOD (SEAL)

  
\_\_\_\_\_  
JEFFREY WEDGE (SEAL)

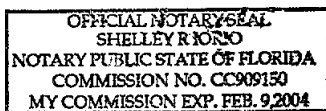
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JEFFREY ATWOOD and JEFFREY WEDGE, to me known to be the persons described in or who produced \_\_\_\_\_ and \_\_\_\_\_ as identification and who executed the foregoing instrument and they acknowledged before me that they executed the same.

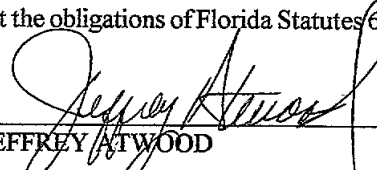
WITNESS my hand and official seal in the County and State last aforesaid this 29<sup>th</sup> day of April, 2002



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

RESIDENT AGENT APPOINTMENT ACCEPTANCE

I, JEFFREY ATWOOD, hereby accept the appointment of registered agent of THE JEPHREY GROUP, INC. I am familiar with, and accept the obligations of Florida Statutes 607.325.

  
\_\_\_\_\_  
JEFFREY ATWOOD