

J.V.A. HOLMES, P.A.

jvahpa@mindspring.com

John V. A. Holmes, Esq.
Attorney and Counsellor At Law

811 N. Magnolia Avenue
Orlando, Florida, 32803-3810

Telephone: (407) 422-6042

Fax: (407) 423-3353

July 17, 2002

TRANSMITTAL LETTER

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

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-07/19/02--01044--004

*****78.75 *****78.75

RE: JENNIE HALLORAN, INC.

Enclosed are an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fee. We request a certified copy and a copy of the Articles marked "Filed".

Thank you.

Sincerely,

J.V.A. HOLMES, P.A.

John V. A. Holmes

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/20

ARTICLES OF INCORPORATION OF

JENNIE HALLORAN, INC.

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation shall be:

JENNIE HALLORAN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

3956 Town Center Blvd., Ste. 130
Orlando, Florida 32837

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any lawful purpose

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue the following number of shares of the following classes at the following par values:

(a) Ten Million (10,000,000) shares of non-cumulative non-participating non-voting Preferred Stock having a par value of .625 Dollars (\$.625) per share.

(b) Ten Million (10,000,000) shares of voting Common Stock having a par value of .0001 Dollars (\$.0001) per share.

Preferred Dividends. The holders of Preferred Stock will be entitled to receive non-cumulative dividends on an annual basis prior to the distribution of any dividends to the holders of Common Stock. Any dividend paid to the holders of Common Stock shall not exceed the

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dividend paid to the holders of the Preferred Stock. The holders of Preferred Stock shall not be entitled to receive payment in any subsequent year of any dividends declared and paid in any prior year.

Dissolution/Liquidation. In the event of the dissolution, hether voluntary or involuntary, liquidation, distribution of assets, or winding up of the corporation, the holders of Preferred Stock shall be paid an amount equal to One Hundred percent (100%) of the par value of such Preferred Stock, with the balance of all assets and funds remaining to be distributed to the holders of Common Stock and Preferred Stock in the manner provided for in the Bylaws of the corporation.

ARTICLE V INITIAL DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

John V. A. Holmes
811 N. Magnolia Avenue
Orlando, Florida 32803

ARTICLE VII DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the common shareholders; or
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Ben Williams
5418 Rutland Court
Orlando, Florida 32812

ARTICLE IX BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Common Shareholders.

ARTICLE X INDEMNIFICATION

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

ARTICLE XI INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII AMENDMENT OF ARTICLES

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 incorporator(s) has/have executed these Articles of Incorporation this 17th day of July, 2002.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

John V.A. Holmes
Signature Registered Agent

JOHN V.A. HOLMES
Print Name

7-17-02
Date

Ben Williams
Signature Incorporator

BEN WILLIAMS
Print Name

7-17-02
Date

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