

P02000085302

JM MESSINA & COMPANY
8971 Old Pine Way
Boca Raton, FL 33433

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG -5 AM 10:59

August 1, 2002

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

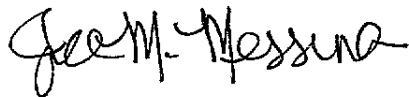
Re: JM Messina & Company

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a check in the amount of \$70.00.

Please file the original and return one copy to this office in the enclosed self-addressed post-prepaid envelope.

Very truly yours,



Jill M. Messina

JMM/me

Enclosures

600006893766--7
-08/05/02--01043--003
*****70.00 *****70.00



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG -5 AM 10: 59

ARTICLES OF INCORPORATION

OF

JM MESSINA & COMPANY

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of the Corporation is **JM MESSINA & COMPANY.**

ARTICLE II

The principal place of business/ mailing address is: 8971 Old Pine Way, Boca Raton, Florida 33433.

ARTICLE III

The purpose for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV

The number of shares of stock which the corporation shall have the authority to issue shall be 100 at \$1.00 par value common shares.

All said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than five members. The number of directors constituting the initial board of Directors of this Corporation is one (1). The name and street address of the initial director is: **JILL M.MESSINA**, 8971 Old Pine Way, Boca Raton, FL 34433.

ARTICLE VI

The name and address of the corporation's initial registered agent is **JILL M. MESSINA**, 8971 Old Pine Way, Boca Raton, Florida 33433.

ARTICLE VII

The name and address of the incorporator is: **JILL M. MESSINA**, 8971 Old Pine Way, Boca Raton, Florida 33433.

ARTICLE VIII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE IX

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided by the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation unless otherwise provided in the By-Laws.

ARTICLE XI

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XII

The Corporation, its shareholders, or any combination of the corporation, and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XIII

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Dated this 1 day of August, 2002.


JILL M. MESSINA

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared **JILL M.MESSINA**, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation of **JM MESSINA &**

COMPANY and she acknowledged before me that she subscribed to these Articles of Incorporation.

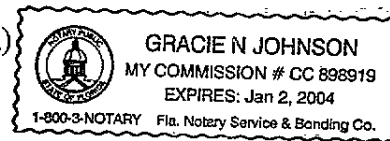
WITNESS my hand and official seal in the County and State named above, this 1st day of
AUGUST, 2002.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

(Notary Seal)



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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

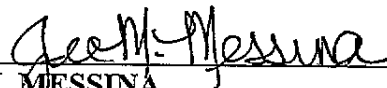
02 AUG -5 AM 10: 59

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That **JM MESSINA & COMPANY** desiring to organize under the laws of the State of Florida, with its principal place of business at 8971 Old Pine Way, Boca Raton, Florida 33433, and **JILL M. MESSINA** as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated 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.



JILL M. MESSINA