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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/04/02--01083--008 **70.00

11/13

TRANSMITTAL LETTER

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

SUBJECT: MBJ ENTERPRISES CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			

FROM: MICHAEL JORDAN
Name (Printed or typed)

PO BOX 548
Address

ORANGE PARK, FL 32067
City, State & Zip

904-343-3222
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 5, 2002

MICHAEL JORDAN
PO BOX 548
ORANGE PARK, FL 32067

SUBJECT: MBJ ENTERPRISES CORPORATION
Ref. Number: W02000031666

We have received your document for MBJ ENTERPRISES CORPORATION and your check(s) totaling \$70.00. 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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 602A00060404

STATE of FLORIDA
ARTICLES of INCORPORATION
of
MBJ ENTERPRISES OF ORANGE PARK, INC.

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TALLAHASSEE, FLORIDA

FIRST: Name.

The name of the corporation is "MBJ Enterprises of Orange Park, Inc." (hereinafter "corporation").

SECOND: Registered Office and Agent.

The street address of the initial registered agent and the principal office of this corporation in this state is 2368 Fernview DR, Orange Park, Florida 32065; and the name of the registered agent at said address is Michael B. Jordan. The mailing address of the corporation and its Registered Agent is PO Box 548, Orange Park, Florida 32067.

THIRD: Purpose.

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporate laws of the State of Florida.

FOURTH: Term of Existence.

The corporation shall have perpetual existence.

FIFTH: Capital Stock.

(1) **Common Stock.** The total number of shares of stock that the corporation shall have authority to issue is one million (1,000,000). All such shares are of one class ("Common Stock"), without par value, have unlimited voting rights, and shall receive the net assets of the corporation in the event of dissolution.

(2) **Restrictions on Common Stock.**

- a. The corporation and each shareholder shall make no offering of any kind which would constitute a "public offering" by the corporation within the meaning of the United States Securities Act of 1933.
- b. "The corporation elects to have preemptive rights" within the meaning of 607.0630, F.S.
- c. To promote ease of management and efficient administration, the maximum number of shareholders shall be fifty (50).
- d. The Board of Directors shall have a "first right of refusal" to purchase on behalf of the corporation any, none, or all of the shares that a shareholder(s) proposes to sell or transfer to an entity that is not currently a shareholder, at the same terms of the proposed sale to the non-shareholder (or prorated, if less than the full number of shares proposed for sale). This right may be exercised by the corporation up to thirty (30) days after the notification by the shareholder(s) to the corporation of his intent to sell or transfer to an

entity that is not currently a shareholder. A shareholder shall not finalize such a proposed transaction within this thirty (30) day notification period without permission of the Board of Directors.

(3) **Preferred Stock.** The corporation shall not be authorized to issue preferred stock.

SIXTH: Incorporator.

The name and mailing address of the incorporator is: Michael B. Jordan, PO Box 548, Orange Park, Florida 32067.

SEVENTH: Management Provisions.

(1) **Board of Directors.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. No election of directors need be by written ballot. The Board of Directors, at its sole discretion, shall have power, without the assent or vote of the stockholders:

- a. To make, alter, amend, change, add to or repeal the by-laws of the corporation, to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.
- b. To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders.
- c. To submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the Stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' and/or officers' interest, or for any other reason.

(2) **Participation at Meetings.**

- a. **Shareholder Meetings.** Any or all shareholders may participate in an annual or special shareholders meeting by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.
- b. **Board of Directors Meetings.** Any or all directors may participate in an annual or special Board of Directors meeting by, or through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(3) **Shareholder Consent Resolutions.** Any action that may be taken at a Shareholders meeting may be taken instead without a meeting, pursuant to 607.0704, F.S., EXCEPT that it shall be consented to, in writing, by ALL shareholders who would otherwise be entitled to vote.

EIGHTH: Limitations on Personal Liability.

The personal liability of the directors, officers, and shareholders of the corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act.

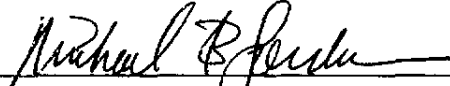
NINTH: Initial Management.

The initial number of the Board of Directors of the corporation shall be one (1) and consist of the following director, who shall comprise the entire initial board and hold office until the first election by shareholders: Michael B. Jordan.

TENTH: Reserved Power of Amendment.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors, and officers are subject to this reserved power.

I, the undersigned, for the purposes of forming a corporation under the laws of the State of Florida, certify that the facts herein stated are true as of this Eighth day of November, 2002.



Michael B. Jordan, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Registered Agent.

Having been named as registered agent of MJB Enterprises of Orange Park, Inc., 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.



Michael B. Jordan, Registered Agent