

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

J.C. COMMODITIES GROUP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
J.C. COMMODITIES GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

NAME

The name of the corporation J.C. COMMODITIES GROUP, INC.

Article II

DURATION

This corporation shall exist perpetually.

Article III

NATURE OF BUSINESS

This corporation is organized for the purpose of doing all lawful business in the state of Florida.

Article IV

MAILING ADDRESS

The initial mailing address of the corporation is 1070 S.W. 46th Ave., Suite 111, Pompano Beach, FL 33069, Attn: Corporate Records.

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Article V
CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Million, (5,000,000) shares of common stock each having one dollar (\$1.00) par value.

(b) Preemptive Rights. Shareholder shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Desmond Gabriel Thomas, 1070 S.W. 46th Ave., Suite 111, Pompano Beach, FL 33069 and the name of the initial registered agent of this corporation at that address is Desmond Gabriel Thomas.

Article VII
DIRECTORS AND OFFICERS

(a) Number. this corporation shall have one (4) directors initially. The number of directors may be increased or diminished from time to time by the laws, but shall never be less than one.

(b) Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Desmond Gabriel Thomas	1070 S.W. 46 th Ave., Suite 111 Pompano Beach, FL 33069
Gladys Ogugua Thomas	1070 S.W. 46 th Ave., Suite 111 Pompano Beach, FL 33069
Luis Felipe Urdaneta	11200 NW 71 st Street Doral Isles, FL 33178
Ana Maria Urdaneta	11200 NW 71 st Street Doral Isles, FL 33178

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(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Corporate Officers. The following persons shall serve as Corporate Officers:

President : Desmond Gabriel Thomas

Vice President: Luis Felipe Urdaneta

Vice President: Ana Maria Urdaneta

Secretary / Treasurer: Gladys Ogugua Thomas

Article VIII

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having being a director, officer, employee or agent as herein provided. the foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

Article IX

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

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Article X

INCORPORATOR

The name and street address of the incorporator of this corporation is:

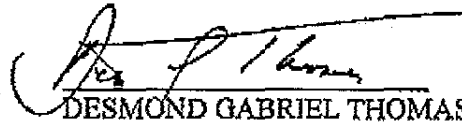
Desmond Gabriel Thomas
1070 S.W. 46th Ave., Suite 111
Pompano Beach, FL 33069

Article XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on March 10, 2003.


DESMOND GABRIEL THOMAS

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

J.C. COMMODITIES GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Pompano Beach, State of Florida, has named Desmond Gabriel Thomas, located at 1070 S.W. 46th Ave., Suite 111, Pompano Beach, FL 33069, as its agent to accept service of process within Florida.


Desmond Gabriel Thomas, Incorporator

Dated: Mar. 10, 2003

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 and complete performance of my duties.


Desmond Gabriel Thomas, Registered Agent

Dated: Mar 10, 2003

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