

MAR-18-2003 12:47

FROM AKERMAN, SENTERFITT

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FLORIDA PROFIT CORPORATION OR P.A.

JMP Solutions, Inc.

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**ARTICLES OF INCORPORATION
OF
JMP SOLUTIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is JMP Solutions, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is JMP Solutions, Inc., 12065 Metro Parkway, Ft. Myers, FL 33912.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 12065 Metro Parkway, Ft. Myers, FL 33912. The name of the Corporation's registered agent at that office is Maurice Hubbard.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is Maurice Hubbard, 12065 Metro Parkway, Ft. Myers, FL 33912.

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**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 11, 2003.



Maurice Hubbard
Sole Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of JMF SOLUTIONS, INC., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18 day of March, 2003.


Maurice Hubbard

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