

PO3000154032

(Requestor's Name)

JAMES PAINTER, INCORPORATOR
678 CANADICE COURT
WINTER SPRINGS, FLORIDA 32708

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

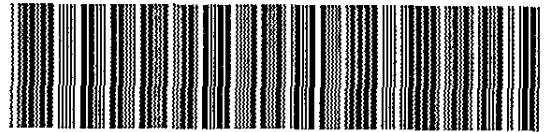
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 12 AM 8:29

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ARTICLES OF INCORPORATION
OF
JSP Holdings, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 12 AM 8:29

FILED

In compliance with the requirements of F. S. Chapter 607.0202, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
TERM

The name of the corporation ("Corporation") shall be **JSP HOLDINGS, INC.**, approved by the Board of Directors.

ARTICLE II
LOCATION

The street address of the principal office of the Corporation is:

678 CANADICE COURT
WINTER SPRINGS, FLORIDA 32708

ARTICLE IV
TERM

The term of the existence of the Corporation is perpetual.

ARTICLE V
PURPOSE

The purposes for which the Corporation is organized is for the marketing of various products and all other activities necessary to carry out the functions of the Corporation, to engage in any activities and to transact any and all lawful business for which the Corporation may be

incorporated under the Florida General Corporation Act and/or permitted under laws of the United States, doing business as **JSP HOLDINGS, INC.**

**ARTICLE VI
CAPITAL STOCK**

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000) with a par value of \$1.00, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VII
REGISTERED AGENT**

The street address of the registered office of the Corporation is 678 CANADICE COURT, WINTER SPRINGS, FL, 32708, and the name of the registered agent at that address is **JAMES PAINTER.**

**ARTICLE VIII
DIRECTORS**

The board of directors of the Corporation shall consist of one person. The name and address of the board member is:

NAME	ADDRESS
JAMES PAINTER	678 CANADICE COURT WINTER SPRINGS, FLORIDA 32708

**ARTICLE IX
OFFICERS**

The officers of the Corporation need not be residents of the State or shareholders unless the Bylaws so require. An individual may hold more than one position if he or she is a shareholder in the Corporation and the officers are as follows:

- | | |
|--------------------------------------|---------------|
| 1. Chief Executive Officer/Treasurer | JAMES PAINTER |
| 2. Vice President/Secretary | JAMES PAINTER |

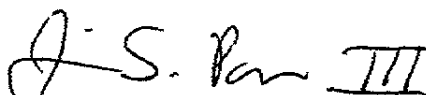
**ARTICLE X
BYLAWS**

The director shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total board of directors before becoming the law of the Corporation.

**ARTICLE XI
INCORPORATOR**

The Corporation hereby 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 has executed these Articles of Incorporation this 5th day of December, 2003.



JAMES PAINTER, INCORPORATOR
678 CANADICE COURT
WINTER SPRINGS, FLORIDA 32708

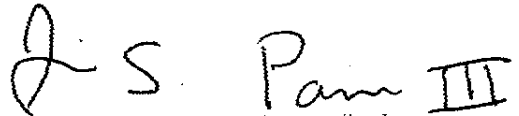


WITNESS

CERTIFICATION OF BOARD OF DIRECTORS

I, **JAMES PAINTER**, Chairman of the board of directors, certify that the board of directors have approved the Articles of Incorporation. Shareholder action was not required and all documents have been reviewed and approved by **JAMES PAINTER**, the director.

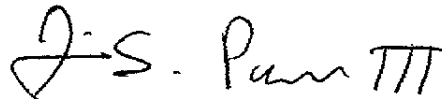
The affixing of my signature to this document on the 5TH day of December, 2003 should indicate my acceptance of this designation.

A handwritten signature in cursive script that reads "J S Painter III". The signature is written in dark ink and is positioned above a horizontal line.

JAMES PAINTER, Director

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, **JAMES PAINTER**, accept the designation of Registered Agent by the Chairman of the board of directors of **JSP HOLDINGS, INC.** My address is 678 Canadice Court, Winter Springs, Florida 32708. I will agree to assume those responsibilities of Registered Agent. I will accept service of process and any formal mail on behalf of the Corporation. The affixing of my signature to this document on the 5TH day of December, 2003 should indicate my acceptance of this designation.

A handwritten signature in cursive script that reads "J.S. Painter III". The signature is written in dark ink and is positioned above a horizontal line.

JAMES PAINTER, Registered Agent