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U.S. DEPARTMENT OF JUSTICE

10/26/04

✓  
10/26/04

## **TRANSMITTAL LETTER**

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

**SUBJECT:** Jrex Corp

Enclosed is an original and two(2) copies of the articles of incorporation and a check for \$87.50 payable to Florida Department of State to cover Filing Fee, Certified Copy & Certificate of Status.

**FROM:** Fran Wohl  
921 SE 4 Ave  
Pompano Beach, FL 33060  
954-260-9267

## **Articles of Corporation**

for

**Jrex Corp.**

**FILED**

04 OCT 25 AM 9:11

CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

I, the undersigned, as sole incorporator, desiring to form a corporation for the purposes hereinafter stated, under and pursuant to chapter 607, Florida Statutes, do hereby declare as follows:

### **ARTICLE I**

The name of the corporation shall be:

Jrex Corp.

### **ARTICLE II**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things permitted by Chapter 607, Florida Statutes.

### **ARTICLE III**

The maximum number of shares of authorized stock of the Corporation shall be 5,000 shares with ONE (\$1.00) DOLLAR par value, which stocks shall be paid in lawful money of the United State, or in property; or in the form of tangible personal property, labor or services rendered, other than future services, or any combination thereof; provided, that when stock is paid for in property, by property, intangible personal property, labor or services rendered, the just value thereof shall be fixed by the Board of Directors, in the manner provided for by the Statutes and BY-Laws, and said stock shall be issued in accordance with the value so fixed.

All stock shall be paid for when issued on such terms and page conditions and in such installments as the Board of Directors shall determine.

### **ARTICLE IV**

The amount of capital with which this corporation shall begin business is FIVE HUNDRED (\$500) DOLLARS

### **ARTICLE V**

This corporation shall exist perpetually or until dissolved by process of law.

### **ARTICLE VI**

The corporation may provide for pre-emptive rights of stockholders pursuant to provisions of its By-Laws.

#### **ARTICLE VII**

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meeting of the shareholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE VIII**

The initial street address of the registered office of this corporation in the State of Florida, shall be

921 SE 4 Avenue  
Pompano Beach, FL 33060

The corporation may also maintain its principle and branch offices at such places and in such states and foreign countries as the Board of Directors may, from time to time, by resolution, determine. The above is also the mailing page 2 address for the corporation.

#### **ARTICLE IX**

The name and address of the initial Registered Agent of this corporation is a follows:

Fran Wohl  
921 SE 4 Avenue  
Pompano Beach, FL. 33060

#### **ARTICLE X**

The business of this corporation shall be conducted by a Board of directors of not less than one (1) nor more than fifteen (15) persons. The Board of Directors shall be elected at the Annual Meeting of stockholders of this corporation, which meeting shall be provided by the BY-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and address of the initial director who is to conduct the affairs of this corporation until the first meeting and election of his successor is:

Fran Wohl  
921 SE 4 Avenue  
Pompano Beach, FL. 33060

The name and address of the individual signing these Articles of Incorporation is:

Fran Wohl  
921 SE 4 Avenue  
Pompano Beach, FL. 33060

## ARTICLE XII

No contract or any other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director/Officer of such other corporation.

Upon election of the Board of Directors by the Stockholders such Board shall manage the business and affairs of the corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Directors may not amend, alter repeal any By-Law adopted by the Stockholders, nor may the Directors adopt such By-Laws which would be in conflict with By-Laws adopted by the Stockholders.

The corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

Any incorporator or stockholder present at any meeting, either in person or in proxy, and any directors present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice unless he shall make objections at such meetings as to any defect or insufficiency of notice.

The corporation shall indemnify all Officers and Directors of the corporation to the fullest extent of the law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 20th day of October, 2004

Fran Wohl Fran Wohl

State of Florida )

I also hereby accept the designation as Registered Agent

ss

County of Broward )

BEFORE ME, the undersigned authority, personally appeared Fran Wohl, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledge before me that she executed said Articles of Incorporation.

Date 10/20/04

Robert W. Peoples  
NOTARY PUBLIC  
STATE OF FLORIDA  
Robert W. Peoples  
Commission # DD272959  
Expires January 12, 2008  
Bonded Troy Fain - Insurance, Inc. 800-385-7019

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04 OCT 25 AM 9:12  
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