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2005 JUN 23 PM 1:30  
TALLAHASSEE FLORIDA

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June 23, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

J.S. Downtown Properties, Inc.

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2005 JUN 23 PM 1:30  
 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**J.S. DOWNTOWN PROPERTIES, INC.**

2005 JUN 23 PM 1:30

STATE  
TALLAHASSEE FLORIDA

**These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.**

**ARTICLE 1. NAME.**

**The name of this corporation shall be named and known as J.S. DOWNTOWN PROPERTIES, INC.**

**ARTICLE 2. DURATION.**

**The corporation shall commence upon the filing of these Articles of Incorporation and shall have perpetual existence thereafter.**

**ARTICLE 3. PURPOSE.**

**The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.**

**ARTICLE 4. CAPITAL STRUCTURE.**

**The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and having a par value of \$1.00.**

**ARTICLE. 5. INITIAL REGISTERED AGENT & OFFICE.**

**The name of the initial registered agent of the corporation at its initial registered office, and the street address and the mailing address of its initial principal office, is as follows:**

**Jean Sanders  
2797 First Street Suite #1005  
Fort Myers FL 33916**

**ARTICLE 6. DIRECTORS.**

**The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased and decreased from time to time by Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of that initial Director is as follows:**

**Jean Sanders  
2797 First Street Suite #1005  
Fort Myers FL 33916**

**ARTICLE 7. PREEMPTIVE RIGHTS.**

**Each shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.**

**ARTICLE 8. BYLAWS.**

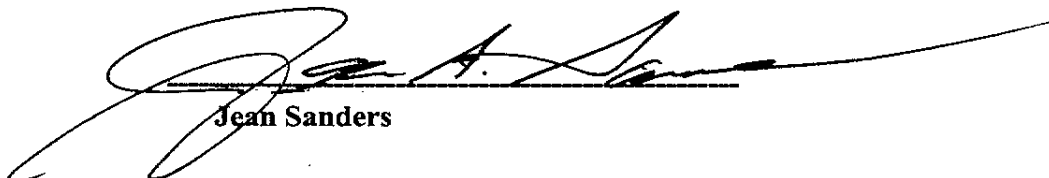
**The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaw, adopted, altered, amended or repealed by the shareholder of the corporation may not be repealed, altered, amended or re-adopted by the Board of Directors if shareholders so provided.**

**ARTICLE 9. INCORPORATORS.**

**The name and address of the person signing these Articles of Incorporation is  
As follows:**

**Jean Sanders  
2797 First Street Suite #1005  
Fort Myers FL 33916**

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent and incorporator for said corporation and the registered agent and incorporator signature. In witness whereof, the person executing these Articles of Incorporation has caused her hand and seal to be set this 17<sup>th</sup> day of JUNE, 2005.

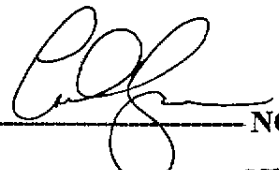
  
Jean Sanders

STATE OF FLORIDA

County of Lee

Before me personally appeared Jean Sanders, the individual described in and who executed the foregoing, and acknowledged before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state this, 17<sup>th</sup> day of JUNE, 2005.

  
\_\_\_\_\_  
NOTARY PUBLIC



2005 JUN 23 PM 1:30  
ALLAHABAD FLORIDA