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05 SEP 15 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/16/05
BWK

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BOARD CERTIFIED MARITAL & FAMILY LAWYER

BRIAN M. SILVERIO

TANNEBAUM WEISS, LLP

OF COUNSEL

September 12, 2005

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Jumpin' Jack Productions, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$78.75 covering:

| | |
|-------------|------------------------------|
| \$ 35.00 | Filing Fee |
| 35.00 | Registered Agent Designation |
| <u>8.75</u> | Certified Copy |

\$ 78.75

Thank you for your assistance in this matter.

Very truly yours,


Mark V. Silverio

MVS:dm
Enclosures

ARTICLES OF INCORPORATION

FILED

OF

05 SEP 15 AM 8: 04

JUMPIN' JACK PRODUCTIONS, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is JUMPIN' JACK PRODUCTIONS, INC. and its principal place of business shall be located at 6775 Orchid Drive, Miami Lakes, Florida 33014.

ARTICLE II - DURATION

This corporation shall be perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6775 Orchid Drive, Miami Lakes, Florida 33014, and the name of the initial registered agent of this corporation at that address is John C. Corssino.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors

may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| John C. Corssino | 6775 Orchid Drive, Miami Lakes, FL 33014 |
| Carol C. Renick | |

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

President: John C. Corssino 6775 Orchid Drive, Miami Lakes, FL 33014

Vice President/Secretary: Carol C. Renick

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| John C. Corssino | 6775 Orchid Drive, Miami Lakes, FL 33014 |

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

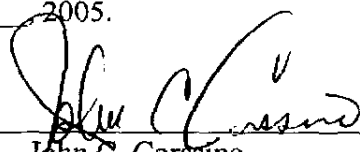
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: _____ 2005.

By _____


John C. Corssino
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

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


05 SEP 15 AM 8:04

First, that JUMPIN' JACK PRODUCTIONS, INC. desiring to organize or qualify under the laws of the State of Florida, has named John C. Corssino, located at 6775 Orchid Drive, Miami Lakes, Florida 33014, as its agent to accept service of process within Florida.

SECRETARY OF STATE
STATE OF FLORIDA

Dated: _____, 2005.

By



John C. Corssino
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: _____, 2005.

By


John C. Corssino
Registered Agent