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## FLORIDA PROFIT CORPORATION OR P.A.

## JACQUILINE, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$78.75

*Juan Knight 212953*

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**ARTICLES OF INCORPORATION  
OF  
JACQUILINE, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation is: JACQUILINE, INC. The principal office of the corporation is 4255 Old Nine Foot Road, Eagle Lake, Florida 33839, and the mailing address of the corporation is the same.

**ARTICLE II - DURATION**

The duration of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 480 South Broadway Avenue, Bartow, Florida 33830, and the name of its initial Registered Agent at that address is Thomas C. Saunders.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation is as follows:

Michael Arnett, 4255 Old Nine Foot Road, Eagle Lake, Florida 33839  
Janice Arnett, 4255 Old Nine Foot Road, Eagle Lake, Florida 33839

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is as follows:

Thomas C. Saunders, 480 South Broadway Avenue, Bartow, Florida 33830

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

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**ARTICLE X - PRE-EMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock or any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

**ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Shares of the Corporation shall be issued to the following entity in the following amounts upon payment of the consideration determined by the Board of Directors.

**SHAREHOLDER****NUMBER OF SHARES**

Michael Arnett

100

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Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### ARTICLE XII - BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

#### ARTICLE XIV - VOTING OF SHARES

Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to cast by the

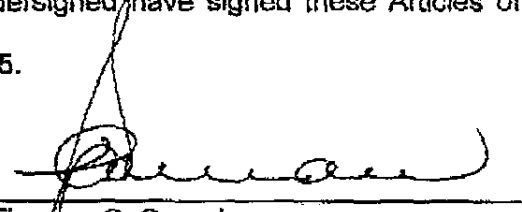
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number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XV  
QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING

A quorum of shareholders shall consist of 51% of the shares entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22<sup>nd</sup> day of December, 2005.

  
Thomas C. Saunders

STATE OF FLORIDA  
COUNTY OF POLK

Before me personally appeared Thomas C. Saunders to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of December, 2005.

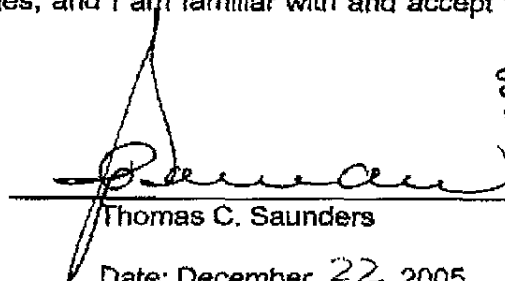
  
Notary Public, State of Florida  
My commission expires:



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ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Thomas C. Saunders  
Date: December 22, 2005

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STATE OF FLORIDA  
COUNTY OF POLK

Before me personally appeared Thomas C. Saunders to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of December, 2005.

  
Notary Public, State of Florida  
My commission expires:



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Account Number : 075753002301  
Phone : (561) 241-1600  
Fax Number : (561) 241-3815

## FLORIDA PROFIT CORPORATION OR P.A.

The Eaton Group, Inc.

Certificate of Status		0
Certified Copy		1
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Estimated Charge		\$78.75

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ARTICLES OF INCORPORATION  
OF  
THE EATON GROUP, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a Corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is **THE EATON GROUP, INC.**

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporations Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$1.00 par value common shares.

All of said shares shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The initial principal place of business and mailing address of the Corporation shall be 2385 Executive Center Drive, Suite 100, Boca Raton, FL 33431.

ARTICLE V

The name and Florida street address of the Corporation's initial registered agent is RICHARD SCHNEIDER, 2385 Executive Center Drive, Suite 100, Boca Raton, FL 33431.

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ARTICLE VI

The number of Directors constituting the initial Board of Directors of this Corporation is **ONE (1)**. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and street addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
David Roy Eaton	2385 Executive Center Drive Suite 100 Boca Raton, FL 33431

The initial Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

ARTICLE VII

The name and address of the Incorporator is **DAVID ROY EATON**, 2385 Executive Center Drive, Suite 100, Boca Raton, FL 33431.

ARTICLE VIII

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the By-Laws.

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ARTICLE XI

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XII

The Corporation, its Shareholders, or any combination of the Corporation and its Shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 23<sup>rd</sup> day of December, 2005.

  
DAVID ROY EATON, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V of these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
RICHARD SCHNEIDER, as Registered Agent

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