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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28.1-

JAMES B. MASSEY

SALES AND MARKETING CONSULTANT

January 18, 2006

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

Re: Articles of Incorporation for: James B. Massey, Inc.

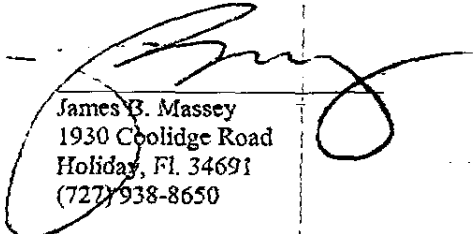
Enclosed herewith are the original and one copy of the Articles of Corporation for James B. Massey, Inc. Also enclosed is my check in the amount of \$78.75 to defray the filing fees.

Please return a certified copy of the Articles of Incorporation to me upon successful filing.

Please contact me if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,



James B. Massey
1930 Coolidge Road
Holiday, Fl. 34691
(727) 938-8650

1 **ARTICLES OF INCORPORATION**
2 **Of**
3 **JAMES B. MASSEY, INC.**

4 The undersigned acting as the Incorporator under Florida Business Corporation Act,
5 adopts the following articles of incorporation for such corporation:

6 **ARTICLE I - CORPORATE NAME**

7 The Name of the corporation is:

8 **JAMES B. MASSEY, INC.**

9 **ARTICLE II - DURATION**

10 This corporation shall exist perpetually unless dissolved according to Florida Law.

11 **ARTICLE III - PURPOSE**

12 The corporation is organized for the purpose of engaging in any activities or business
13 permitted under the laws of the United States and Florida.

14 **ARTICLE IV - CAPITAL STOCK**

15 The corporation is authorized to issue 10 shares of common stock, par value \$100.00 per
16 share.

17 **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

18 **A. Board of Directors.** The power of this Corporation shall be exercised, its properties
19 controlled and its affairs conducted by a Board of Directors consisting of not less than one (1)
20 person and not more than ten (10) persons. The initial number of Directors of the Corporation
21

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1 shall be one (1), provided, however, that such number may be changed pursuant to the Bylaws
2 duly adopted by the Board. At all times the member of the Board of Directors shall be divided as
3 equally as the number of Directors will permit into two (2) classes: Class 1, Class 2.

4 The term of office for all Directors shall be two (2) years except for the term of office of
5 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of
6 the initial Class 2 of Director(s) shall expire two (2) years thereafter.

7
8 The name and address of such initial members of the Board of Directors are as follows:

9 NAME: James B. Massey (Class 1)
10 ADDRESS: 1930 Coolidge Road CITY: Holiday, Fl. 34691
PHONE: (727) 938-8650

11 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified
12 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly
13 as the number of Directors will permit, one-half of the Directors of this Corporation shall be
14 elected at each annual meeting of the Corporation.

15
16 Any action required or permitted to be taken by the Board of Directors under any
17 provision of law may be taken without a meeting, if a majority of members of the Board shall
18 individually or collectively consent in writing to such action. Such written consent or consents
19 shall be held with the minutes of the proceedings of the Board, and any such action by written
20 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate
21 or other document filed under any provision of law which relates to actions so taken shall state
22 that the action was taken by written consent of the Board of Directors without a meeting. Such a
23 statement shall be prima facie evidence of such authority.
24

1 **B. Corporate Officers.** The Board of Directors shall elect the following officers:
2 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the
3 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall
4 be elected at the first annual meeting of the Board of Directors. Until such election is held, the
5 following persons shall serve as corporate officers:
6

7 <u>Title</u>	<u>Name</u>
8 President	James B. Massey
9 Vice President	James B. Massey
10 Secretary & Treasurer	James B. Massey

11
12 **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

13 The principal place of business and mailing address of this corporation shall be:

14 **Principle Place of Business: 1930 Coolidge Road, Holiday, FL. 34691**

15 **Mailing Address: 1930 Coolidge Road, Holiday, FL. 34691**
16

17 **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**
18

19 The street address of the initial registered office and the name of the initial registered
20 agent at that office are:

21 NAME:	James B. Massey
22 ADDRESS:	1930 Coolidge Road
23 CITY:	Holiday, FL. 34691

1 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

2 PURSUANT TO FS § 607.052, THE UNDERSIGNED CORPORATION,
3 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
4 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/
5 REGISTERED AGENT, IN THE STATE OF FLORIDA.

6 The above corporation, organized under the laws of the State of Florida with its
7 registered office as indicated in the Articles of Incorporation at, **1930 Coolidge Road, Holiday,**
8 **FL. 34691**, has named **James B. Massey**, located at the aforesaid address, as its registered agent
9 to accept service of process within the state.

10
11 Having been named as registered agent and to accept service of process for the above
12 stated corporation at the place designated in this certificate, I hereby accept the appointment as
13 registered agent and agree to act in this capacity. I further agree to comply with the provisions of
14 all statutes relating to the proper and complete performance of my duties, and I am familiar with
15 and accept the obligations of my position as registered agent.

16
17 X

(Signature)

1-18-06
(Date)

18
19
20 NAME: James B. Massey (Class 1)
21 ADDRESS: 1930 Coolidge Road
22 CITY: Holiday, Fl. 34691
23 PHONE: (727) 938-8650
24
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