

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

jmp usa inc.

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ARTICLES OF INCORPORATION

of

JMP USA INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this corporation shall be as follows:

JMP USA INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, on one (\$1.00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one thousand (\$1000.00) dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

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ARTICLES VI. ADDRESS

The initial street address in the state of Florida of the principal office shall be as follows:

445 Pine Blvd
Merritt Island, Fl 32952

The board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) board of directors initially. The number of Director(s) may be either increased or diminished by the by-laws adopted by the shareholders by shall never be less than one. The name and address of the initial Directors of this corporation are:

Jason-Scott Ponton
445 Pine Blvd
Merritt Island, Fl 32952

ARTICLE VIII. INCORPORATOR

The name(s) and address (es) of the incorporator(s):



Jason-Scott Ponton
445 Pine Blvd
Merritt Island, Fl 32952

ARTICLE IX. BY-LAWS

This power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

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ARTICLE X. AMENDMENTS

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

ARTICLE XI. SUB CHAPTER S CORPORATION

This corporation may be Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII. REGISTERED AGENT AND OFFICE

This Registered Agent, listed below, with address, is familiar with and accepts the duties and responsibilities as Registered Agent:


Jason Scott Ponton

The registered Office will be located at the address below:

445 Pine Blvd
Merritt Island, FL 32952


Jason Scott Ponton

07/13/06
Date

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