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Shutt and Bowen

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Division of Corporations

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Division of Corporations  
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Account Number : I20060000106  
Phone : (813) 229-8900  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**J & P Capital Partners, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
FOR  
J & P CAPITAL PARTNERS, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be J & P Capital Partners, Inc. The principal office and mailing address of the corporation shall be at 701 S. Howard Avenue, Suite 106-420, Tampa, Florida 33606, or at such other place as may be subsequently designated by the Board of Directors. These Articles of Incorporation shall be effective upon filing.

**ARTICLE II - EXISTENCE OF CORPORATION**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Division of Corporations for the State of Florida and shall have perpetual existence.

**ARTICLE III - PURPOSE**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV - GENERAL POWERS**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific or educational purposes.

(m) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(n) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other

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incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(p) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE V - CAPITAL STOCK**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE VI - AFFILIATED TRANSACTIONS**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### **ARTICLE VII - CONTROL-SHARE ACQUISITIONS**

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

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**ARTICLE VIII – REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's initial registered office is 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of the corporation's registered agent is W. Thompson Thorn III, Esq. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE IX – BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of the persons who are to serve as the members thereof are as follows:

<u>Name</u>	<u>Address</u>
W. Thompson Thorn III, Esq.	100 S. Ashley Dr., Ste. 1500, Tampa, Florida 33602
Louise A. Srofe	100 S. Ashley Dr., Ste. 1500, Tampa, Florida 33602

**ARTICLE X – INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
W. Thompson Thorn III, Esq.	100 S. Ashley Dr., Ste. 1500, Tampa, Florida 33602

**ARTICLE XII – AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this

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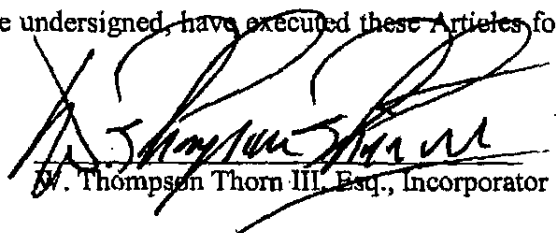
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reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



W. Thompson Thorn III, Esq., Incorporator

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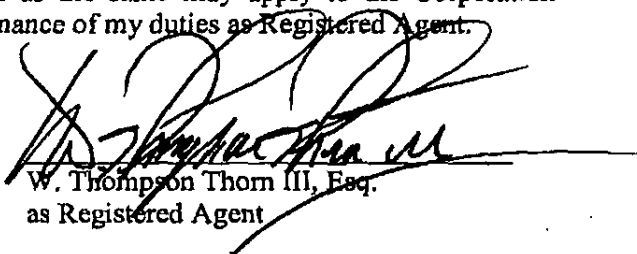
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: **J & P CAPITAL PARTNERS, INC.** (the "Corporation"), desiring to organize as a domestic corporation under the laws of the State of Florida has named and designated **W. Thompson Thorn III, Esq.** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 100 S. Ashley Dr., Ste. 1500, Tampa, Florida 33602.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 16<sup>th</sup> day of January 2008.

  
W. Thompson Thorn III, Esq.  
as Registered Agent

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