

Jessup & Associates Marketing Co., Inc.  
118 Annwood Rd.  
Palm Harbor, Fl. 34685

**P95000024562**

March 16, 1995

Secretary of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

200001439882  
-03/24/95--01113--014  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen;

EFFECTIVE DATE  
04-01-95

Enclosed please find articles of incorporation for Jessup & Associates Marketing Co., Inc., and a check in the amount of \$122.50 to include corporation filing and cost to return certified copy to 118 Annwood Rd. Palm Harbor, Fl. 34685.

Sincerely,

*James D. Jessup*  
James D. Jessup

FILED  
95 MAR 24 AM 9 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H. SIMS MAR 28 1995

ARTICLES OF INCORPORATION  
OF  
JESSUP & ASSOCIATES MARKETING CO., INC.  
118 ANNWOOD RD.  
PALM HARBOR, FL. 34685

FILED  
95 MAR 26 PM 9 53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit, under the corporate name stated in article IX.

ARTICLE I. PURPOSE

The Corporation may engage in the business or profession stated in Article IX and in any other transaction or business permitted under the laws of the United States and of Florida.

ARTICLE II. DURATION

The duration of this corporation shall be perpetual. Corporate existence shall commence at the time stated in Article IX provided that all of the requirements of law are met.

ARTICLE III. REGISTERED OFFICE AGENT

The street address of the registered office and the name of its registered agent at said address shall be as stated in Article IX.

ARTICLE IV. NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors, if any, are stated in Article IX. The number of the Board of Directors, if any, shall be determined, from time to time, by the by-laws.

ARTICLE V. INCORPORATORS AND DIRECTORS

The name and address of each incorporator and the names and addresses of the members of the initial Board of Directors of this corporation are stated in Article VIII.

EFFECTIVE DATE  
04-01-95

## ARTICLE VI. INCORPORATION BY REFERENCE

Each of the powers stated herein shall not be in limitation, but shall be in enumeration, of the power of the Corporation. In addition, the Corporation shall have have all other powers as are now or hereafter conferred upon it by law.

## ARTICLE VII. POWERS OF CORPORATION

This Corporation shall have power:

1. To have perpetual succession by its corporate name.
2. To sue and be sued, complain, and defend in its corporate name in all actions and proceedings.
3. 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 or affixed or in any other manner reproduced.
4. 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.
5. 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.
6. To lend money and use its credit to assist its officers and employees in accordance with law.
7. To purchase, take, receive, suscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

9. 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.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this state.

11. To elect or appoint officers and agents of the Corporation, and to define their duties and fix their compensation.

12. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific, or educational purposes.

14. To Transfer any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE VIII. NAMES AND ADDRESSES OF INCORPORATOR AND INITIAL

##### BOARD OF DIRECTORS

Incorporator: James D. Jessup

118 Annwood Rd.

Palm Harbor, Fl. 34685

Initial Director: James D. Jessup

#### ARTICLE IX. INDEX

- 1. James D. Jessup (name)
- 2. 118 Annwood Rd. (address)  
Palm Harbor, Fl. 34685
- 3. Investments and Sales (Licensed Professional)
- 4. April 1, 1995 (commencement of Corporation)
- 5. James D. Jessup (registered agent)
- 6. 118 Annwood Rd. (address of registered agent)  
Palm Harbor, Fl. 34685
- 7. One (1) (# of initial directors)
- 8. 10,000,000 common (# authorized shares)  
10,000,000 Preferred
- 9. .001 (par value common)

In witness whereof, I the undersigned, have set my hand and seal to the forgoing Articles of Incorporation.

Signed James D. Jessup

INDIVIDUAL NOTARY ACKNOWLEDGEMENT

STATE OF FLORIDA  
COUNTY OF PINELLAS

I hereby certify that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared James. D. Jessup, personally known to me or who has produced Florida drivers license as identification, and who did take an oath to execute the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this 21 day of March, 1995.

Notary Public-State of Florida  
My commission expires:

Joanne Neff  
OFFICIAL NOTARY SEAL  
JOANNE NEFF  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC224035  
MY COMMISSION EXP. JUNE 30, 1995

FILED  
95 MAR 24 PM 3 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

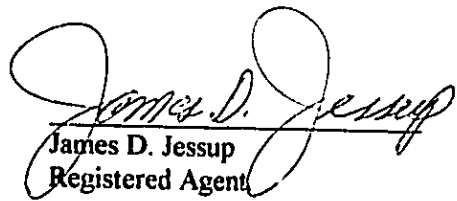
STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process  
within this State, naming agent upon whom process may be served.

The following is submitted in compliance with chapter 48.091 Florida statutes:

Jessup & Associates Marketing Co., Inc., a corporation organized ( or organizing)  
under the laws of the state of Florida, with its principal office at 118 Annwood Rd., Palm  
Harbor Fl. 34685, County of Pinellas, State of Florida has named James D. Jessup located  
at 118 Annwood Rd. Palm Harbor, Florida 34685, County of Pinellas, State of Florida as  
its agent to accept service of process within this state.

I agree as registered agent to accept service of process, to keep the office open  
during prescribed hours, to post my name ( and any other officers of said corporation  
authorized to accept service of process at the above designated address) in some  
conspicuous place as required by law.

  
James D. Jessup  
Registered Agent