

TO DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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MIAMI FL 33135-0-0000
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FAX: (305) 541-3770

(((H95000003491)))
NAME: C. JONES & COMPANY, INC.
FAX AUDIT NUMBER: H95000003491
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MMR-20-1995 12106 FROM EMPIRE CORP. KIT

TO

19849224888 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Northerm
Secretary of State

March 28, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: C. JONES & COMPANY, INC.

REF: W85000006742

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAM Aud. #: H95000003491
Letter Number: 595A00013850

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

C. JONES & COMPANY, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

C. JONES & COMPANY, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida and:

(a) To ENGAGE IN INVESTMENT BANKING

and to do any and all things necessary for the carrying out of this business or any sidelines thereto.

(b) To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(c) To acquire its own bonds or other obligations or shares of its Capital Stock and to resell or otherwise dispose of the same from time to time to such extent and in such manner and upon such terms as the Board of Directors may determine.

Accounting Service of S. Florida
George Grosheim
1210 S.E. 5th Street
Deerfield Beach, Florida 33441
(305) 481-9844

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(d) To enter into, make and perform contracts of every nature, sort and description, which may be necessary or convenient to the carrying out of this business, with any person, firm, association, corporations, municipality, body politic, county, state or government or dependency agency thereof.

(e) To create, construct, develop, operate, plan and produce any and all types, forms and kinds of advertising media of whatsoever kind and nature or promotion of sales, development of any product or products or any part thereof, without restrictions or limit as to amount in any State of the United States or elsewhere.

(f) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided that the same be not contrary with the laws under which the corporation is organized.

(g) To do all and everything necessary or proper for and in general the carrying on of any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder and to do any and all of the things herein above set forth as principle, agent or otherwise, either alone or in conjunction with others and in any part of the world.

ARTICLE III

STOCK

The authorized Capital Stock of this Corporation shall consist of 100 shares of common stock of \$1.00 par value per share which shall be issued for such consideration as may be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved by law.

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ARTICLE VI

PRINCIPAL OFFICE

The registered and principal place of business of this corporation shall be at 180 S.E. 4th Court, Pompano Beach, Florida 33060 and the Registered Agent at this place of business will be C. Allen Jones with the privilege of having branch or other offices at other places within or without the State of Florida or elsewhere,

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of 2 person(s).

ARTICLE VIII

DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is as follows:

NAME:	OFFICE:	PO/ADDRESS:
C. Allen Jones	President/Director	180 S.E. 4th Court Pompano Beach, Fla. 33060
Suzanne M. Jones	Secy/Treas./Director	180 S.E. 4th Court Pompano Beach, Fla. 33060

ARTICLE IX

SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares subscribed for by each are as follows:

NAME:	ADDRESS:	NO. OF SHARES:	VALUE:
C. Allen Jones	180 S.E. 4th Court Pompano Beach, Fla.	90	\$90.00
Suzanne M. Jones	180 S.E. 4th Court Pompano Beach, Fla.	10	10.00

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SPECIAL PROVISIONS

(b) The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon stockholders are subject to this reservation.

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IN WITNESS WHEREOF, WE, the undersigned, being all of the original subscribers to the Capital Stock herinabove named, have hereunto set our hands and seals the 24th day of March 1995 A.D. at Deerfield Beach, Florida.


C. Allen Jones


Suzanne M. Jones

STATE OF FLORIDA)
COUNTY OF BROWARD)SS

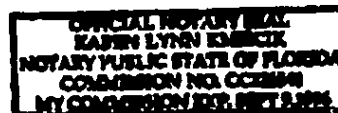
BEFORE ME, an officer duly authorized to administer oaths and acknowledgements, in the State and County aforesaid, personally appeared C. Allen Jones & Suzanne M. Jones

to me well known to be the persons who executed the above and foregoing Certificate of Incorporation of

C. JONES & COMPANY, INC.
and acknowledged before me, according to law, that they made and subscribed to the same for the uses and purposes therein mentioned, stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of March 1995 A.D.


NOTARY PUBLIC



H95000003491

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:
First, that **C. JONES & COMPANY, INC.** desiring to organize under the laws of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pompano Beach Florida, hereby designates **C. ALLEN JONES** as its agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


C. ALLEN JONES

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TALLAHASSEE, FLORIDA