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POST OFFICE BOX 100  
BROOKSVILLE, FL 34606  
(904) 521-0077

George C. Dayton  
(904) 1990

August 4, 1995

REPLY TO:  
Brooksville

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

CHIEF OF BUREAU  
08/04/95-111005-0020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: JC Ventures, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, for the above-named corporation.

Also enclosed is our check in the amount of \$70.00, representing your fees for charter tax, filing fee, and certificate of registered agent.

Please file the original Articles of record and return the file-stamped copy to me at P.O. Box 907, Brooksville, Florida, 34605-0907. In order to avoid delay, should you have any questions, please call my office collect and ask for my secretary.

Yours very truly,

*E. David Tyner*  
E. David Tyner

EDT:hh  
enc.

David Tyner GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article V  
DATE 8-9-95  
DOC. EXAM KUH

44  
89-15

ARTICLES OF INCORPORATION  
OF  
JC VENTURES, INC.

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The undersigned, for the purpose of forming a corporation under Chapter 607, the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: JC VENTURES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the retail sale of health food products, and any and all related businesses.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each such share shall be fixed by the corporation.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial *principal* office of the corporation is 12320 Knotty Pine Court, Spring Hill, Florida, 34609, with the privilege of having branch offices at any other place within the State of Florida. The name of the initial registered agent of this corporation is CLEMENT J. JOHNSON, JR., whose street address is 12320 Knotty Pine Court, Spring Hill, Florida, 34609.

#### ARTICLE VI - MANAGEMENT OF THE CORPORATION

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

(a) The shareholders of the corporation shall be deemed directors for the purposes of the provision of Chapter 607, Florida Statute.

(c) Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all persons who would be entitled to vote upon

such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### ARTICLE VII - OFFICERS

The names and addresses of the officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Clement J. Johnson, Jr.	12320 Knotty Pine Court, Spring Hill, Florida, 34609	President
Joan E. Johnson	12320 Knotty Pine Court, Spring Hill, Florida, 34609	Vice President and Secretary
Clement J. Johnson, Jr.	12320 Knotty Pine Court, Spring Hill, Florida, 34609	Treasurer

#### ARTICLE VIII - INCORPORATORS AND SUBSCRIBERS

The names and addresses of the incorporators, and the number of shares each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Clement J. Johnson, Jr.	12320 Knotty Pine Court, Spring Hill, Florida, 34609	25
Joan E. Johnson	12320 Knotty Pine Court, Spring Hill, Florida, 34609	25

#### ARTICLE IX - BYLAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders of the corporation.


#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a

shareholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of August, 1995.

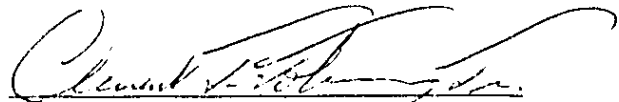
  
CLEMENT J. JOHNSON, JR.  
Incorporator

  
JOAN E. JOHNSON  
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

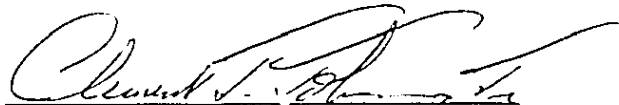
First -- That **JC VENTURES, INC.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 12320 Knotty Pine Court, in the City of Spring Hill, State of Florida, 34609, and has named **CLEMENT J. JOHNSON, JR.**, as its agent to accept service of process within Florida.



**CLEMENT J. JOHNSON, JR.**

Dated: August 1, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**CLEMENT J. JOHNSON, JR.**

Dated: August 1, 1995