

**John R. Hamel**

Attorney and Counselor at Law

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Also Admitted in Georgia

**P96000005114**  
January 8, 1996  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200001688282  
-01/12/96--01051--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: JOHN JEFFERYS, INC.

Dear Sir/Madam:

Enclosed please find the articles of incorporation and my check in the amount of \$122.50 for the filing of the articles of incorporation for JOHN JEFFERYS, INC.

Thank you for your time and attention regarding this matter. If you have any questions, please do not hesitate to call.

Very Truly Yours,

*John R. Hamel*  
John R. Hamel

JAN 17 1996 BSB

FILED  
96 JAN 12 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
JOHN JEFFERYS, INC.**

**FILED**

96 JAN 12 PM 1:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of this corporation shall be JOHN JEFFERYS, INC.

**ARTICLE II - NATURE BUSINESS**

The purpose for which the Corporation is organized is to transact all law business for which Corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

**ARTICLE III - DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV - CAPITALIZATION**

The corporation shall be authorized to issue two classes of capital stock to be designed respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock").

The aggregate number of shares of Common Stock which the corporation is authorized to issue is 50,000,000, \$.001 par value per share. The holders of the Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

The Preferred Stock authorized by this Certificate of

Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

(1) The designation of each series and the number of shares that shall constitute the series;

(2) The rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;

(3) Whether shares of each of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;

(4) Sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;

(5) The amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment; and,

(6) Voting rights, if any, on the shares of each series and any conditions upon the exercise of such rights.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the right to purchase, subscribe for/or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others,

that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments from the corporation any shares of its stock of any class or classes.

This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE VI - PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of the corporation is 3818 W. Azeele Street, Tampa, FL 33609, and the name of its initial registered agent at such address is John R. Hamel, Esquire.

#### **ARTICLE VII - DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The number of directors may be either increase or decreased from time to time as provided by the bylaws but shall never be less than one (1). The name and

address of each person who is to serve as a member of the initial director is:

NAME	ADDRESS
John R. Hamel Attorney at Law	3818 W. Azeele Street Tampa, FL 33612

#### ARTICLE VIII - INCORPORATION

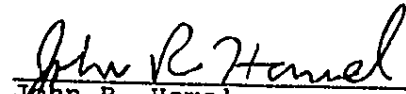
The name and address of the incorporator is:

NAME	ADDRESS
John R. Hamel Attorney at Law	3818 West Azeele Street Tampa, FL 33609

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 1996.

  
John R. Hamel  
Attorney at Law  
3818 West Azeele Street  
Tampa, FL 33609  
(813) 348-6220  
FBN 899199

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of January, 1996 by John R. Hamel, who is personally know to me or who produced \_\_\_\_\_ as

Identification.



JIGIAN XU  
My Commission 00488188  
Expires Apr 12, 1999  
Bonded by HAI  
800-422-1888

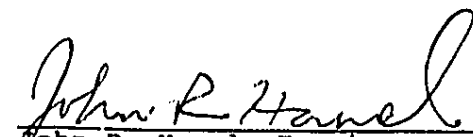
  
NOTARY PUBLIC  
STATE AT LARGE

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET  
ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Sec. 48.901, Florida Statutes, JOHN JEFFERYS, INC. desiring to organize under the laws of the State of Florida, hereby designated John R. Hamel, Esquire at 3818 W. Azeele Street, Tampa, Florida 33609, at its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Sec. 49.091(2), Florida Statutes, relative to maintaining an office for the service of process.

  
John R. Hamel, Esquire