

P96000013038

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

PH 2/12/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>Jan</i>	_____	_____

WALK-IN *2/12 1:00*  
 Will Pick Up \_\_\_\_\_

RE: *MJC International Inc.*  
 96 FEB 12 AM 11:14

SEEN 010 FEB 12 DISBURSED  
 TALLAHASSEE, FLORIDA

- \_\_\_\_\_ Capital Express<sup>SM</sup>
- ☒ Art. of Inc. File
- \_\_\_\_\_ Corp. Record Search
- \_\_\_\_\_ Ltd. Partnership File
- \_\_\_\_\_ Foreign Corp. File
- ☒ (-) Cert. Copy(s) *photo*
- \_\_\_\_\_ Art. of Amend. File
- \_\_\_\_\_ Dissolution/Withdrawal
- \_\_\_\_\_ C U S-
- \_\_\_\_\_ Fictitious Name File
- \_\_\_\_\_ Name Reservation
- \_\_\_\_\_ Annual Report/Reinstatement *400001312144*  
*02/12/96-01003-021*
- \_\_\_\_\_ Reg. Agent Service *\*\*\*\*\*70.00 \*\*\*\*\*70.00*
- \_\_\_\_\_ Document Filing
- \_\_\_\_\_ Corporate Kit
- \_\_\_\_\_ Vehicle Search
- \_\_\_\_\_ Driving Record
- \_\_\_\_\_ Document Retrieval
- \_\_\_\_\_ UCC 1 or 3 File
- \_\_\_\_\_ UCC 11 Search
- \_\_\_\_\_ UCC 11 Retrieval
- \_\_\_\_\_ File No.'s, \_\_\_\_\_ Copies
- \_\_\_\_\_ Courier Service
- \_\_\_\_\_ Shipping/Handling
- \_\_\_\_\_ Phone ( )
- \_\_\_\_\_ Top Priority
- \_\_\_\_\_ Express Mail Prep.
- \_\_\_\_\_ FAX ( ) pgs.

EXPIRATION DATE  
*2-8-96*

RECEIVED  
 FEB 12 AM 10:21  
 TALLAHASSEE, FLORIDA

SUBTOTALS	
FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

MJC INTERNATIONAL, INC.

FILED

96 FEB 12 AM 11:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, JAMES O. FERGESON, JR., who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is MJC INTERNATIONAL, INC. The mailing address of the corporation is 1515 Ringling Blvd., Suite 1000, Sarasota, Florida 34236.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription and acknowledgement of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) 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.

(d) 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.

(e) 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.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

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

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

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

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

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

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) 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 and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, 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

This corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent  
and Principal Office Address

The street address of the initial registered office of this corporation is 1515 Ringling Blvd., Suite 1000, Sarasota, Florida 34236, and the name of its initial registered agent at such address is JAMES O. FERGESON, JR. The principal mailing address is the same.

ARTICLE VII.

Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successor is duly elected and qualified, are:

Name

Address

Martin J. Clegg

c/o James O. Ferguson, Jr.  
1515 Ringling Blvd., Suite 1000  
Sarasota, Florida 34236

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

Name

Address

James O. Ferguson, Jr.

1515 Ringling Blvd., Suite 1000  
Sarasota, Florida 34236

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or

acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors


The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on February 8, 1996.

  
\_\_\_\_\_  
JAMES O. FERGUSON, JR.

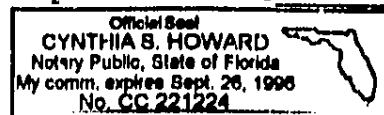
STATE OF FLORIDA  
COUNTY OF SARASOTA

FILED

96 FEB 12 AM 11:44

The foregoing instrument was acknowledged before me on February 8, 1996, by JAMES O. FERGESON, JR., who is personally known to me or who has produced NSA as identification and who did (did not) take an oath.

Cynthia S. Howard  
(Name) CYNTHIA S. HOWARD  
Notary Public  
Serial Number (if any) \_\_\_\_\_  
Commission Expiration Date \_\_\_\_\_



Acceptance:

I hereby 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 Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.325 of the Florida Statutes.

James O. Ferguson, Jr.  
JAMES O. FERGESON, JR.  
Registered Agent