

JEAN C. HUMPHREY

P96000067036

6009 Avery Street  
Orlando, Florida 32808  
USA

Phone 407-295-7180  
Fax 407-294-1704

August 07, 1996

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

100001818421  
-08/09/96--01087--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir,

Enclosed please find the Articles of Incorporation of J & M BROKERAGE, INC.  
and a check in the amount of \$122.50 to cover the fee and the cost of a certified copy to be  
returned to me.

Your prompt attention would certainly be appreciated. Have a good day.

Sincerely,

*Jean C. Humphrey*

Jean C. Humphrey

Enc: 2

*Called Jean,  
principal of J & M  
are the same  
Updated in art. V*

SECRET  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

95 AUG -9 AM 9:51

FILED

SN AUG 13 1996

**ARTICLES OF INCORPORATION  
OF  
J & M BROKERAGE, INC.**

**FILED**  
26 AUG -9 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is J & M BROKERAGE, INC.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

**ARTICLE V**

The name and address of the Initial Registered Agent and the principal office of this corporation is as follows: JEAN C. HUMPHREY, 6009 Avery Street, Orlando, Florida 32808. The principal office and the registered office are the same.

**ARTICLE VI**

This corporation shall have two (2) Directors initially, and the number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the Initial Directors of this corporation are:

JEAN C. HUMPHREY  
6009 Avery Street  
Orlando, Florida 32808

MARY L. CUMMINGS  
2928 West Kelly Park Road  
Apopka, Florida 32712

#### **ARTICLE VII**

The name and address of the person signing these Articles of Incorporation is

JEAN C. HUMPHREY, 6009 Avery Street, Orlando, Florida 32808.

#### **ARTICLE VIII**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE IX**

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<b><u>NAME</u></b>	<b><u>SHARES</u></b>
JEAN C. HUMPHREY	500
MARY L. CUMMINGS	500

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are offered to the corporation.

The price and terms at which, and the time in which, such shares may be offered and sold shall be further specified in the By-Laws.

#### **ARTICLE X**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### **ARTICLE XI**

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

#### **ARTICLE XII**

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

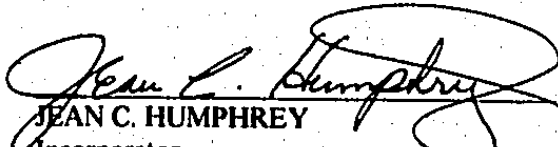
#### **ARTICLE XIII**

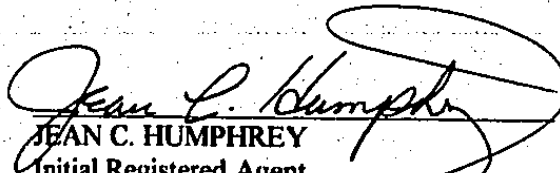
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

#### **ARTICLE XIV**

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator and Initial Resident Agent has executed these Articles of Incorporation this 7th day of August, 1996.

  
JEAN C. HUMPHREY  
Incorporator

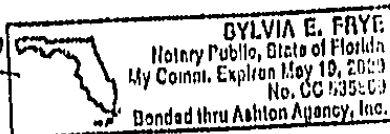
  
JEAN C. HUMPHREY  
Initial Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared  
JEAN C. HUMPHREY, to me known to be the person who executed the foregoing  
Articles of Incorporation of J & M BROKERAGE, INC. as the Incorporator and Initial  
Registered Agent, and she acknowledged to and before me that she executed such  
instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this  
7th day of August, 1996.

Produced  
FIDC  
H 516-462-39-772-0



*Sylvia E. Frye*  
Notary Public

*Sylvia E. Frye*  
Printed Name of Notary

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

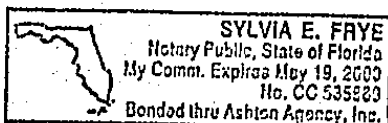
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared  
JEAN C. HUMPHREY, known to me to be the person who accepted designation as  
Registered Agent on behalf of J & M BROKERAGE, INC., and she acknowledged  
before me that she executed this Acceptance of Designation as Registered Agent freely  
and voluntarily.

*Jean C. Humphrey*  
JEAN C. HUMPHREY

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal in the State and County aforesaid this 7th day of August, 1996.

Produced  
FIDC  
H 516-462-39-772-0



*Sylvia E. Frye*  
Notary Public  
*Sylvia E. Frye*  
Printed name of Notary

FILED  
96 AUG -9 AM 9:51  
TALLAHASSEE, FLORIDA