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Secretary of State
Capitol Building
Tallahassee, Florida 32304
Attn: Division of Corporations

RE: J.S.M. MARKETING INC.

BOOKED 11 SEP 1996
-10/21/96--01017--002
*****70.00 *****70.00

GENTLEMEN:

Enclosed please find the original and two copies of the properly executed Articles of Incorporation for the above referenced, along with our check to cover all necessary costs for filing, etc.

Thank you for your prompt attention to this matter.

Very truly yours,

Lawrence A. Lempert

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Attorney at Law

LAL/tjw.enclosure

OCT 21 1996

BSB

FILED
OCT 18 AM 9:20
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
J.S.M. MARKETING INC.

FILED
96 OCT 18 AM 9:20
TALLAHASSEE STATE
FLORIDA

WE, the undersigned subscribers to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name shall be J.S.M. Marketing Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is sales of travel packages and aligned products and any other activity or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services, of every kind, class and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other states or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stocks.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 500 shares of common stock at \$1.00 per value per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 18818 Arbor Drive, Lutz 33549. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII

Directors

This corporation shall have not less than 3 directors initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

JOSEPH S. MINUCCI, 18818 Arbor Drive, Lutz, Florida 33549
CYNTHIA MINUCCI, 18818 Arbor Drive, Lutz, Florida 33549
JEFF LANGDON, 17848 Lake Carlton Drive, Lutz, Florida 33549

ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
JOSEPH S. MINUCCI	18818 Arbor Drive Lutz, Florida 33549	475	\$1.00
WILLIAM H. PACE JR.	7352 Songbird Drive New Port Richey, Fl 34655	25	\$1.00

ARTICLE X

Registered Agent

The initial designation of the registered office of this corporation shall be: 18818 Arbor Drive, Lutz, Fl 33549 and the registered agent shall be: JOSEPH S. MINUCCI.

Pursuant to Florida Statutes Section 607.164 having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the

provision of said act relative to keeping open said office.

BY: [Signature]
JOSEPH S. MINUCCI, REGISTERED
AGENT

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by the Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we the Subscribers above named have hereunto set our hands and seals this 9 day of October, 1996.

[Signature]
JOSEPH S. MINUCCI

[Signature]
WILLIAM H. PACE JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before a Notary Public duly authorized in the State and County above named to take acknowledgement personally appeared Joseph S. Minucci to me who are personally known to me or who have produced a driver's license as identification, to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 11 day of October, 1996.

[Signature]
NOTARY PUBLIC

[Signature]
PRINTED NAME

