

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000095772



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 164959 163052A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 22, 1996

ORDER TIME : 11:33 AM

ORDER NO. : 164959-005

CUSTOMER NO: 163052A

600002012746--4  
-11/22/96--01075--014  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Alan F. Gonzalez, Esq  
ALAN F. GONZALEZ, P.A.

Suite 300  
1602 West Sligh Avenue  
Tampa, FL 33604

DOMESTIC FILING

NAME: JUBALEE MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

Krc  
11-25-96

FILED  
96 NOV 22 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

RECEIVED  
96 NOV 22 PM 1:08  
DIVISION OF CORPORATIONS

## **ARTICLES OF INCORPORATION**

**OF**

**JUBALEE MARKETING, INC.**

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida, specifically Chapter 607, Fla. Stat.

### **ARTICLE I. NAME**

The name of the corporation shall be:

**JUBALEE MARKETING, INC.**

The principal place of business of this Corporation shall be:

49 Bishop Court Rd.

Osprey, FL 34229

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06 NOV 22 PM 9:22  
STATE  
FLORIDA

### **ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be sales and related services.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

### **ARTICLE IV. PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the principal business office of the Corporation shall be: 49 Bishop Court Rd., Osprey, FL 34229, and the name of the initial Registered Agent of the Corporation at that address shall be: Robin G. Bailey.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VIII. DIRECTORS

This Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Robin G. Bailey	49 Bishop Court Rd., Osprey, FL 34229

#### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICE</u>	<u>OFFICER</u>	<u>ADDRESS</u>
President, Vice-President,		
Secretary & Treasurer	Robin G. Bailey	49 Bishop Court Rd., Osprey, FL 34229

#### **ARTICLE X. SUBSCRIBERS**

The name and addresses of the subscribers to these Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES OF COMMON STOCK ISSUED</u></b>	<b><u>CONSIDERATION</u></b>
Robin G. Bailey	49 Bishop Court Rd. Osprey, FL 34229	100	\$500.00

#### **ARTICLE XI. BY-LAWS**

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of by-laws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

#### **ARTICLE XII. TAX STATUS OF CORPORATION**

It is the intent of the undersigned subscriber that the Corporation shall be treated as a "C" corporation for federal tax purposes.

#### **ARTICLE XIII. NON-REGISTRATION AS SECURITY**

The shares of common stock to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.**

The corporation shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act and §517.061, Fla. Stat., and agree:

1. That no offer or sale of stock shall be made to a nonresident of the State of Florida;
2. That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12 months.
3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Florida or any other state;
4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the corporation;
5. That no person shall be paid a commission for the sale of stock or otherwise receive compensation for the sale of stock; and
6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

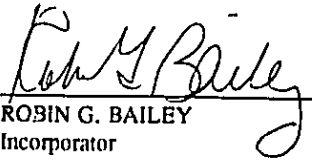
#### **ARTICLE XIV. AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV. INFORMAL SHAREHOLDERS ACTION**

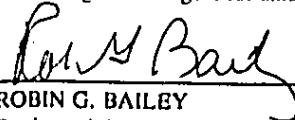
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Sec. 607.0704, Fla. Stat. and the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 24th day of November, 1996.

 (SEAL)  
ROBIN G. BAILEY  
Incorporator


ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
ROBIN G. BAILEY  
Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 20th day of November, 1996, by ROBIN G. BAILEY, who is personally known to me and who did (did not) take an oath.

  
NOTARY PUBLIC IN AND FOR STATE  
OF FLORIDA  
COMMISSION NO.: \_\_\_\_\_  
COMMISSION EXPIRES: \_\_\_\_\_



LORRAINE A KOZLOWSKI  
My Commission CC419271  
Expires Nov. 07, 1998  
Bonded by HAI  
800-422-1555

FILED  
96 NOV 22 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA