

P 96.0000 96782

November 12, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
11-25-96

FILED
96 NOV 19 AM 9:02
TALLAHASSEE, FLORIDA

Re: New Corporation - JWM VENTURES, INC. 00002005644--2

Dear Sir or Madam:

-11/15/96--01037--013
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation for filing. My check for \$122.50 is also enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified copy of Charter	52.50
Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

Upon acceptance of the Charter and filing thereof by your office, please provide me with a certified copy of the Corporate Charter.

Thank you for your cooperation in this matter.

Sincerely,

John W. Massey III

John W. Massey III

/jwm
Enclosures

NOV 15 1996

W96-24569

625



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

JOHN W MASSEY III
10317 WESTLEY WAY
ORLANDO, FL 32825

SUBJECT: JWM VENTURES, INC.
Ref. Number: W96000024569

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We have received your document for JWM VENTURES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 896A00052749

ARTICLES OF INCORPORATION
OF
JWM VENTURES, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes

ARTICLE I - NAME

The name of the Corporation is JWM VENTURES, INC.

11-25-96 ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of, and shall have the power to, provide consulting services in the areas of equipment definition and selection, software recommendations and development and in the areas of systems and application design and implementation; design, develop, and program supervisory and application programs; and provide individuals on an independent contractor basis to users who require temporary assistance in all areas of data processing; provide technical and creative writing documents, articles, and other products; and in addition the corporation may engage in any and all businesses permitted under the laws of the State of Florida, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade or deal in any personal property deemed beneficial to the Corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

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

(d) To purchase the corporate assets of any other Corporation and engage in the same or other character of business.

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

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(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of the Corporation or calculated to facilitate the same

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

This corporation may carry on its operation and conduct its business in any state, in the District of Columbia, in any territory, dependency or possession of the United States and any foreign country.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation is to be at 10317 Westley Way, Orlando, Florida 32825. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The Corporation shall have two (2) Directors initially

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
John William Massey III	10317 Westley Way, Orlando, FL 32825
Julio Willett Massey	10317 Westley Way, Orlando, FL 32825

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

John William Massey III	10317 Westley Way, Orlando, FL 32825
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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10317 Westley Way, Orlando, FL 32825, and the name of the initial registered agent of the Corporation is John William Massey III.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the Corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - AMENDMENT

These Article 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 Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI - SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the Corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the Corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the Corporation for examination by the shareholders.

ARTICLE XVII - ADDITIONAL POWERS

This corporation shall have further right and power to:

(a) From time to time determine whether and to what extent and to what times and places and under what conditions and regulations the accounts and books of this corporation (other than stock books) or any of them shall be open to inspection; and no stockholder shall have any right of inspecting any account, book, or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

(b) The corporation may in its By-Laws confer powers upon its Board of Directors or officers in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.


(c) Both stockholders and directors shall have the power, if the By-Laws provide, to hold their respective meetings and to have one or more offices within or without the State of Florida and to keep the books of this corporation (subject to the provision of the statute) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(d) The corporation reserves the right to amend, alter, change or repeal any provisions contained in the certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

ARTICLE XVIII - MISCELLANEOUS

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by a fact that any of the directors of this corporation is pecuniarily or otherwise interested in, or is a director or officer of such other corporation; any directors, individually, or any firm of which any director may be a member, may be a party or may be a pecuniarily or otherwise interested in any contract or transaction of this corporation, provided by the fact that he or such firm is so interested shall be disclosed and shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract of transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed
the foregoing Article of Incorporation under the laws of the State of Florida, this 25th day of
November, 1998.


John William Massey, III
Incorporator

CERTIFICATE OF DESIGNATION

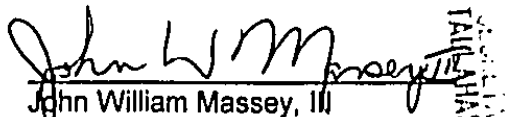
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/register agent, in the state of Florida.

1. The name of the corporation is: **JWM VENTURES, INC.**
2. The name and address of the registered agent and office is:

**John William Massey, III
10317 Westley Way
Orlando, Florida 32825**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


John William Massey, III

November 25, 1996

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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