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JBS Incorporated Parent Corporation

Jackson Productions Inc.
Excellence in Communications
Elijah Jackson, Jr.
Chairman of the Board and President

Ebbie Eldridge, Senior Corporate Section Administrator
New Filings Section
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: New Filings of Articles of Incorporation; Filing Fee \$122.50

Dear Mrs. Eldridge:

Enclosed you shall find a new filing of Articles of Incorporation for JBS Management Corporation. I have enclosed the original and three copies of the same for filing purposes. Please file these Articles of Incorporation and return a copy to me.

Once again thank you and have a Merry Christmas and a Happy New Year 1997.

I look forward to hearing word, message and in receiving the filed copy of the above mentioned Articles of Incorporation. DATED This 15th Day of December 1996.

Respectfully Submitted,

ELIJAH JACKSON, JR.
President, Chief Executive Officer and
Promoter of

cc: ejj/jbs

Enclosures- New Articles of Incorporation

Corporate, Administrative and Executive Offices:

The Yarnall Building
120 East Pine Street, Suite #6
Lakeland, Florida 33801-0000
Tel: (941) 686-767; and or

Corporate Mailing Address:

Post Office Box 92895
Lakeland, Florida 33804-2895
Tel: (941) 686-7567

RE JAN - 7 1997

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

JACKSON METROPOLITAN COMMUNICATIONS INCORPORATED

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation shall be Jackson Metropolitan Communications Incorporated.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To provide for financial and asset management, investment and securities advice and sales, insurance and sales, and entertainment management and services or consultation for all individuals and businesses associated with Artists or recording Artists and Entertainers.

(b) To provide entertainment and information services, syndication and licensing, broadcasting, telecommunications, communications, contractual services, telemarketing, advertising, public relation, personal and business management services and other diversified related services.

(c) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including, but not limited to franchises, patents, copyrights, trademarks, and licenses.

(d) 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 the payment of corporate indebtedness as required.

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

(f) 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 any other corporation of the State of Florida or any other state government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(m) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(n) To act as agent or representative, including fiscal or transfer agent of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(o) To have one or more offices carry on all or any part of its operations and business without restriction or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(p) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of an deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(q) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(r) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letter patents of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(s) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(t) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the State of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(u) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III. CAPITAL STOCK

The Authorized capital stock of this Corporation or number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be nine hundred million (900,000,000) shares of common stock with a par value of \$7.00 each, with an aggregate par value of \$6,300,000,000.00; to be known as common stock payable in lawful money of the United States of America, said stock to be fully paid and non-assessable. The Corporation shall have the privilege of subsequent extension of its capital stock from time to time in the manner provided by law or under the Florida Business Corporation Act by the issuance of common stock to an amount not exceeding SIX BILLION AND THREE HUNDRED MILLION DOLLARS. Said stock shall be issued in units of one share or multiples thereof.

Subject to the provisions of the corporation laws of the State of Florida or Florida Business Corporation Act, this Corporation may enter into contracts with any party, natural or otherwise, including its stockholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said Stockholders, on such terms and conditions as may be necessary, in the opinion of the Board of Directors of said Corporation, and to insure the success of any such contractual agreements, stock options, and stock purchase agreements by and between the Stockholders of the Corporation, and may make the capital stock of this Corporation subject to the terms and provisions of any such agreement or agreements, provided only that this Corporation shall not purchase or redeem any of its capital stock in such manner as to reduce the aggregate amount of the assets of this Corporation, at a fair and just valuation, below an amount sufficient to equal all outstanding and remaining capital stock of the Corporation, plus

all other liabilities of the Corporation, and, provided further, that no such purchase or redemption shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding, and, provided further, that such shares purchased or redeemed by this Corporation may be held in the treasury of the Corporation subject to re-issue for sufficient consideration by the Board of Directors of this Corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred and Sixty One Thousand Four Hundred and no/100 (\$561,400.00) Dollars.

ARTICLE V. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: The Yarnall Building, 120 East Pine Street, Suite #6, Lakeland, Florida 33801. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This Corporation shall have at least one (1) director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. Upon an increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as vacancy in the Board of Directors.

ARTICLE VIII. INITIAL DIRECTORS

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

| <u>NAMES</u> | <u>ADDRESSES</u> |
|-------------------------------|--|
| (INCORPORATOR AND SUBSCRIBER) | |
| (INCORPORATOR AND SUBSCRIBER) | |
| ELIJAH JACKSON, JR. | 638 West 8th Street Lakeland, Florida 33805 |
| (SUBSCRIBER) | |
| (SUBSCRIBER) | |
| DELESIA RENEE JACKSON | 638 West 8th Street Lakeland, Florida 33805 |
| (SUBSCRIBER) | |
| GEORGIA MAE McCLAIN | 636 West 8th Street Lakeland, Florida 33805 |

(SUBSCRIBER)

MERCEDES ALEXIS JACKSON (TRUST) 1500 West Highland, #237
Lakeland, Florida 33801

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the Incorporator and Subscribers to the Articles of Incorporation and the Subscribers to the capital stock with the number of shares of stock each agrees to take are as follows:

| <u>NAMES AND ADDRESSES</u> | <u>NO. OF SHARES</u> |
|---|----------------------|
| (INCORPORATOR AND SUBSCRIBER) | |
| ELIJAH JACKSON, JR. 638 West 8th Street Lakeland, Florida 33805 | 64,000 |
| (SUBSCRIBER) | |
| DELESIA RENEE JACKSON 638 West 8th Street Lakeland, Florida 33805 | 16,000 |
| (SUBSCRIBER) | |
| GEORGIA MAE McCLAIN 636 West 8th Street Lakeland, Florida 33805 | 100 |
| (SUBSCRIBER) | |
| MERCEDES ALEXIS JACKSON (TRUST) 1500 West Highland Street Lakeland, Florida 33801 | 100 |

ARTICLE X. VOTING RIGHTS FOR SHAREHOLDERS

1.0. Supermajority Quorum Provision. At all shareholders' meetings, including any adjournments thereof, the presence in person or by proxy of holders of Seventy-Five (75%) percent of the outstanding shares of stock entitled to vote on matters properly brought before the meeting shall be necessary to constitute a quorum.

2.0. Required Vote. The Affirmative vote of the holders of Fifty-Five (55%) percent of all the outstanding shares entitled to vote thereon shall be required for approval of the following corporate actions:

a. Amendment of the Articles of Incorporation;

- b. Amendment of the ByLaws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than Fifty

(50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; or

- e. Dissolution of the Corporation.

ARTICLE XI. PREEMPTIVE RIGHTS

The holders of outstanding common shares of the Corporation shall have, to the extent provided by law, preemptive rights to acquire unissued shares of the Corporation, whether now or hereafter authorized.

ARTICLE XII CUMULATIVE VOTING FOR DIRECTORS

Shareholders shall have no right of cumulative voting for directors.

ARTICLE XIII. VOTING RIGHTS FOR DIRECTORS

1.0. Supermajority Quorum Provision. At all meetings of the Board of Directors, including any adjournment thereof, the presence in person, or by any means of communication by which all directors participating may simultaneously hear each other, of Seventy-Five (75%) percent of the Directors shall be necessary to constitute a quorum.

2.0. Supermajority Voting Requirement.

The Affirmative vote of Fifty-Five (55%) percent of the full Board of Directors shall be required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the ByLaws;
- c. Merger, consolidation, or share exchange;
- d. Sale, lease, or exchange of more than Fifty

(50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; and

- e. The election and any change in the title, duties, salary, or other compensation of an Executive officer and the removal of any Executive Officer.

ARTICLE XIV. DUPLICATE CERTIFICATES

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory

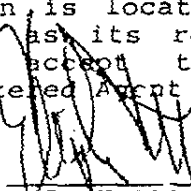
security as determined by the board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XV. AMENDMENT

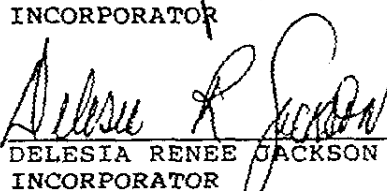
These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all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

ARTICLE XVI. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, Jackson Metropolitan Communications Incorporated does hereby designate Elijah Jackson, Jr. as its registered Agent, and the office of the Corporation is located at 638 West 8th Street, Lakeland, Florida 33805, as its registered office. I hereby am familiar with and accept the duties, functions and responsibilities as Registered Agent for said Corporation.



ELIJAH JACKSON, JR.
INCORPORATOR



DELESIA RENEE JACKSON
INCORPORATOR

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97 JAN -6 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA