

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
 4.28.97

FILED  
 97 APR 30 AM 11:04  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

K.R. APR 30 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/30/97		
TIME	9:15		CK No. _____
BY	DL		

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Jm Charters Corp.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

## **SUBTOTALS**

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 10% per Annum

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**JM CHARTERS CORP.**

EFFECTIVE DATE  
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**ARTICLE ONE**  
**CORPORATE NAME AND ADDRESS**

The name and address of this Corporation shall be: JM CHARTERS CORP., 1401 S.W. 1 STREET, SUITE 210, MIAMI, FLORIDA 33135

**ARTICLE TWO**  
**NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is: The date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE FOUR**  
**MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than \$1,000.00, or such greater amount as may be required by law.

**ARTICLE FIVE**  
**NUMBER OF DIRECTORS**

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

**ARTICLE SIX**  
**CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

**ARTICLE SEVEN**  
**AMENDMENT**

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

B. AUTHORIZED: The maximum number of shares of Common Stock that this corporation may issue is: ONE THOUSAND (1,000) shares.

C. PAR VALUE: Each share of Common Stock shall have a par value of: \$1.00.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. The in absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.

I. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

J. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of directors out of the assets legally available for such purpose.

## ARTICLE NINE INDEMNIFICATION

9.1 INDEMNITY. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

## ARTICLE TEN INITIAL DIRECTOR

**ARTICLE ELEVEN  
GRANT OF PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or proportional part of any unissued or treasury shares of the corporation, or securities of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

**ARTICLE TWELVE  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

INITIAL REGISTERED AGENT: Pedro R. Munilla  
INITIAL REGISTERED OFFICE: 1401 S.W. 1 St., Suite 210  
MIAMI, FLORIDA 33135

I HEREBY AGREE to act as Registered Agent for JM CHARTERS CORP. and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

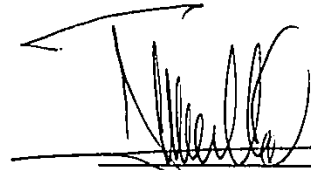
  
\_\_\_\_\_  
Pedro R. Munilla

**SOLE SUBSCRIBER**

The undersigned individual, competent to contract, hereby executes these Articles of Incorporation as subscriber thereof.

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED this 28th day of April, 1997.

  
\_\_\_\_\_  
JUAN MUNILLA,  
Subscriber, Incorporator

STATE OF FLORIDA     )  
                                  ): SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority personally appeared JUAN MUNILLA to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 28th day of April, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida