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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
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NAME: J & J ENTERPRISES, INC.

AUDIT NUMBER.....H97000017847

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 28, 1987

ACE INDUSTRIES INC

SUBJECT: J & J VENTURES, INC.  
REF: W97000024526

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Freida Chasser  
Corporate Specialist

FAX Aud. #: H97000017847  
Letter Number: 197A00052345

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-17847

## CERTIFICATE OF INCORPORATION

The undersigned subscriber of these Articles of Incorporation, each a natural person, hereby associates himself to form a corporation under the Laws of the State of Florida.

### ARTICLE I

The name of the Corporation: J & J OF BREVARD, INC.

The agent of Record shall be: JOSEPH S. DUBISKY

### ARTICLE II

The nature of the business shall be as follows: retail sales of bait and tackle.

To make and enter into any and all contracts, agreements and obligations by and with any person or persons or corporation or corporations for the purposes herein above specified, and for the further purpose of purchasing, acquiring or holding or selling or otherwise, and in any other manner, goods and merchandise of all kinds and any article of personal property whatsoever; to acquire by purchase or otherwise, devise, and to hold, sell, mortgage, lease, pledge, hypothecate, convey bond or transfer property of any kind and character including real estate, to purchase, lease or otherwise acquire real estate and all kinds of property, including fixtures thereto attached or added thereto, and to sell and convey the same, and/or conduct any lawful business.

### ARTICLE III - CAPITAL STOCK

FIVE HUNDRED COMMON SHARES (500), PAR VALUE OF \$1.00 WITH EACH SHARE REPRESENTING ONE VOTE.

### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00

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Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

ACE INDUSTRIES/PRINTING, CORP KIT P.03

305 358 7832

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**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence unless dissolved by law.

**ARTICLE VI - ADDRESS**

The initial post office address of the corporation in the State of Florida is:

**780 MINOSA AVENUE  
TITUSVILLE, FL 32796**

**ARTICLE VII**

The private property of the officers, directors and stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

**ARTICLE VIII - DIRECTORS**

This corporation shall have not less than one (1) Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof, but at no time shall there be less than one (1).

**ARTICLE IX - INITIAL DIRECTORS(S) AND OFFICERS**

The names and post office addresses of the first Board of Directors and Officers of this corporation is as follows:

**JOSEPH S. DUBISKY  
780 MINOSA AVENUE  
TITUSVILLE, FL 32796**

**PRESIDENT/ DIRECTOR  
SECRETARY**

**JURGEN J. BURT  
1131 S. PARK AVENUE  
TITUSVILLE, FL 32780**

**VICE PRESIDENT/DIRECTOR  
TREASURER**

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ARTICLE X- SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares of stock each agrees to take, and the value of the consideration paid therefore are as follows:

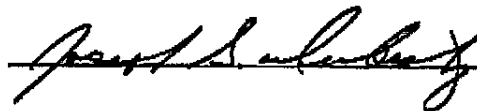
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMT PAID</u>
Joseph S. Dubisky	780 Minosa Ave., Titusville, FL 32796	250	\$ 250.00
Jurgen J. Burt	1131 S. Park Ave., Titusville, FL 32796	250	\$ 250.00


ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at the stockholders meeting and be approved by a majority of the stockholders.

IN WITNESS WHEREOF, We have set hereunto our hands and seals

this 24th day of OCTOBER 19 97

  
\_\_\_\_\_

  
\_\_\_\_\_

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STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgment, personally appeared:

NAME

IDENTIFICATION

JOSEPH S. DUBISKY

FLORIDA DRIVER'S LICENSE

JURGEN J. BURT

FLORIDA DRIVER'S LICENSE

To me personally known to be the person described as subscriber s or who produced the identification described above, and who executed the foregoing Articles of Incorporation, and they acknowledge before me that they subscribed to those Articles of Incorporation.

Witness my hand and official seal this 24th day of OCTOBER 19 97.



MARGARET A. O'SHELL  
My Commission CC385221  
Expires Jun. 20, 1998  
Bonded by ANB  
800-862-8878

*Margaret A. O'Shell*  
Notary Public

My commission expires: JUN 20, 1998

(SEAL)

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**DESIGNATION OF RESIDENT AGENT**

**SERVICE OF PROCESS**

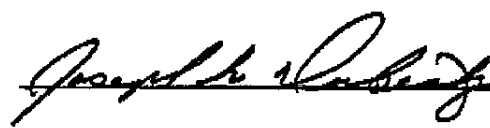
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First J & J OF BREVARD, INC.

desiring to organize under the laws of the State of Florida with it's registered office, as indicated in the Articles of Incorporation at 780 MINOSA AVENUE City of TITUSVILLE County of BREVARD State of Florida, as it's agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provision of said Act relative to keeping open said office.

  
\_\_\_\_\_

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