

P97000099941

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-11/21/97--01024--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** JSS Services Group, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 in payment of the Filing Fee and Certificate. Please send to the following address:

Joel Solomon  
10786 Charleston Place  
Cooper City, FL 33026  
(954) 431-6662

FILED  
97 NOV 21 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QW 11-24-97

**CERTIFICATE OF INCORPORATION**  
**OF**  
**JSS SERVICES GROUP, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the several Acts of Legislature of the State of Florida, do hereby subscribe to this Certificate of Incorporation.

**FIRST:** The name of the corporation is: JSS Services Group, Inc. and its principal place of business will be at 10786 Charleston Place, Cooper City, Florida 33026.

**SECOND:** The business of this corporation shall be to engage in any and all lawful business or businesses.

**THIRD:** The corporation shall have one class of stock, namely, common, voting and participating. Each share of stock shall be \$1.00 par value and the maximum number of shares to be issued and outstanding at any one time is 10,000. All of such stock shall be issued as fully paid for and exempted from assessment. Such stock may be paid for in property, labor or services and property, and labor or services may be purchased or paid for by the corporation with such stock. Likewise, stock of other corporations or going businesses may be purchased by this corporation in return for this corporation's stock. Such property, labor, services, and stock of other corporations and going businesses shall be at just valuation determined by the Board of Directors. This corporation may purchase or otherwise acquire, hold or re-issue shares of its own stock.

**FOURTH:** The amount of capital with which the corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

**FIFTH:** The existence of the corporation shall be perpetual.

**SIXTH:** The Board of Directors shall consist of not fewer than one or more than two directors.

**SEVENTH:** The common stock of this corporation shall be issued pursuant to the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder.

**EIGHTH:** The names and post office addresses of the first officers and directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the laws of the State of Florida thereunto appertaining, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are as follows:

<u>Officer</u>	<u>Name</u>	<u>Post Office Address</u>
President	<u>Joel Solomon</u>	<u>10786 Charleston Place</u> <u>Cooper City, FL 33026</u>
Vice President	<u>Sherry Solomon</u>	<u>10786 Charleston Place</u> <u>Cooper City, FL 33026</u>
Secretary	<u>Sherry Solomon</u>	<u>10786 Charleston Place</u> <u>Cooper City, FL 33026</u>
Treasurer	<u>Joel Solomon</u>	<u>10786 Charleston Place</u> <u>Cooper City, FL 33026</u>

**NINTH:** The names and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Joel Solomon	10786 Charleston Place Cooper City, FL 33026	250
Sherry Solomon	10786 Charleston Place Cooper City, FL 33026	250

For the stock the above-named parties will pay the sum of One Dollar (\$1.00) for each share of stock, or a total of Five Hundred (\$500.00) Dollars.

**TENTH:** The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement shall be binding upon the corporation, it shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and, particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, the stockholders may include in agreements between themselves the following as valid matters of agreement, to wit:

- (a) The manner and method in which and the persons by whom directors may be elected.
- (b) Any limitations upon the transferability or assignment of the stock.
- (c) The conferring of pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.
- (d) The making of By-Laws and rules for holding meetings and what constitutes a quorum therefor.
- (e) Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with the President and Secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholders agreement (or their successors in ownership, providing such successors in ownership shall have been accomplished in accordance with the terms of the stockholders agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

**ELEVENTH:** Cumulative voting may be permitted by the terms of the By-Laws.

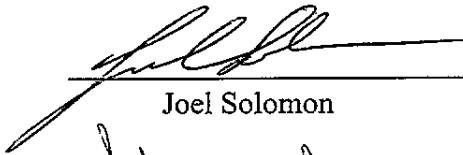
**TWELFTH** Joel Solomon is hereby designated as registered agent for service of process upon this corporation, subject nevertheless to the right of this corporation to change such resident agent and the office location of place of business for service of process in the manner provided in Section 48.091 (1) of the Florida Statutes. The mailing address of the registered agent is as follows:

10786 Charleston Place  
Cooper City, FL 33026

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TALLAHASSEE, FLORIDA

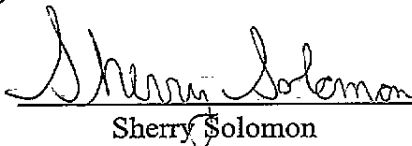
IN WITNESS WHEREOF, the parties hereto hereunto have set their hands and seals this 27th day of October A.D., 1997.

Signed, sealed and delivered in the presence of: (As to all)

  
Joel Solomon

10/27/97  
Date

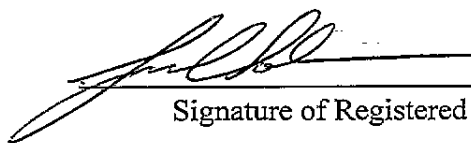
  
Witness

  
Sherry Solomon

11/18/97  
Date

  
Witness

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature of Registered Agent

10/27/97  
Date