

P98000002492

FRANCHINO & RAWSON P.A.  
ATTORNEYS AT LAW

THOMAS W. FRANCHINO  
ALSO ADMITTED IN MINNESOTA  
  
M. JEAN RAWSON  
CERTIFIED FAMILY LAW MEDIATOR  
CERTIFIED COUNTY MEDIATOR  
ALSO ADMITTED IN INDIANA

SUITE 302  
1250 NORTH TAMiami TRAIL  
NAPLES, FLORIDA 34102  
TELEPHONE (941) 263-8357  
TELECOPIER (941) 263-0445

OF COUNSEL:  
HEATHER GILCHRIST-CAMPBELL  
ALSO ADMITTED IN OHIO, ILLINOIS & INDIANA  
  
OHIO TELEPHONE  
(888) 204-3270  
  
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November 14, 1997

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

FILED  
98 JAN -7 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation  
Michael & Angelo, Inc.

600002349856-15  
-11/18/97-01005-006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Clerk;

Enclosed please find an original and a copy of the Articles of Incorporation for Michael & Angelo, Inc. Additionally enclosed is a check in the amount of \$122.50 for the filing fees. Please return one certified copy in the envelope provided.

If you should have any questions, please do not hesitate to contact this office.

Sincerely,

*Patricia C. Lewin*  
Patricia C. Lewin  
Paralegal to Heather Gilchrist

P97-64225  
7/24/97  
Oakland, CA



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

November 20, 1997

**FRANCHINO & RAWSON, P.A.**  
SUITE 302  
1250 NORTH TAMiami TRAIL  
NAPLES, FL 34102

**SUBJECT: MICHAEL & ANGELO, INC.**  
Ref. Number: W97000026271

We have received your document for MICHAEL & ANGELO, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

**CONFLICTS WITH MICHAEL ANGELO, INC., DOCUMENT # P97000064225,  
FILED 07/24/97, OAKLAND PARK, FLORIDA**

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 897A00055744

FRANCHINO & RAWSON, P.A.  
ATTORNEYS AT LAW

THOMAS W. FRANCHINO  
ALSO ADMITTED IN MINNESOTA  
  
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January 5, 1998

Dana Calloway  
Document Specialist  
Florida Department of State-Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Michael and Angelo, Inc.,  
Ref. Number W97000026271

Dear Dana:

I am in receipt of your letter of November 20, 1997 wherein you advised us that the name Michael & Angelo, Inc. is already in use. Our clients have selected the new name of JPM Studio Arts, Inc. as an alternative, and we have been advised that this name is available.

I am returning to you the original articles, one copy, and a copy of your letter as directed. Please proceed with the filing. If you should have any questions or concerns, please do not hesitate to contact me.

Thank you for assistance with this matter.

Sincerely,



Patricia C. Lewin  
Paralegal to Heather Gilchrist-Campbell

enclosures  
cc: Michael Morgan

**ARTICLES OF INCORPORATION  
OF  
JPM STUDIO ARTS, INC.**

98 JAN -7 PM 2:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, Michael Morgan, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is JPM STUDIO ARTS, INC. The principal office and mailing address of the corporation is 11301 Longfellow Lane, Bonita Springs, Florida 34135.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11301 Longfellow Lane, Bonita Springs, Florida 34135, and the name of the initial registered agent of the Corporation at that address is Michael Morgan. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

Michael Morgan, located at 11301 Longfellow Lane, Bonita Springs, Florida

James Scott Poquette, located at 11301 Longfellow Lane, Bonita Springs, Florida, and

Elizabeth Jarvis Morgan, located at 11301 Longfellow Lane, Bonita Springs, Florida.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Morgan	11301 Longfellow Lane, Bonita Springs, FL 34135

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

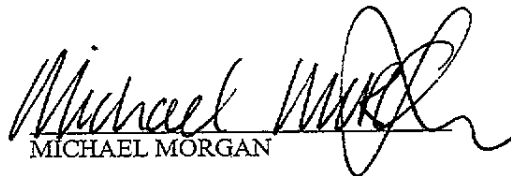
ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this

30<sup>th</sup> day of December, 1997.

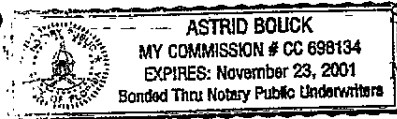
  
MICHAEL MORGAN

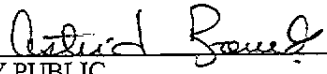
STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL MORGAN known to me and known by me to the person(s) who executed the foregoing Articles of Incorporation, and he acknowledge(d) before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30<sup>th</sup> day of December, 1997.

(SEAL)



  
NOTARY PUBLIC

State of Florida at Large

My commission expires:

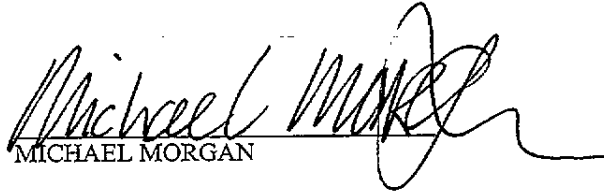
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That JPM STUDIO ARTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named MICHAEL MORGAN, located at 11301 Longfellow Lane, Bonita Springs, Florida, 34135, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

  
MICHAEL MORGAN

FILED  
98 JAN -7 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA