

P98000044841

Joel Rodriguez

1450 SW 73rd PLACE  
- MIAMI, FL. 33144

City/State/Zip

Phone #

600002514346--6

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 7, 1998

JOEL RODRIGUEZ  
1450 S.W. 73RD PLACE  
MIAMI, FL 33144

SUBJECT: J.R. TECHNOLOGIES, INC.  
Ref. Number: W98000010423

We have received your document for J.R. TECHNOLOGIES, INC. and your check(s) totaling \$70.00. 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.

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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 298A00025410

# ARTICLES OF INCORPORATION OF

~~J.R. Technologies, Inc.~~

J&M Solutions, Inc. *SR*

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

## ARTICLE I - Name

The name of this corporation is ~~J.R. Technologies, Inc.~~ *SR*

J&M Solutions, Inc.

The mailing address of this corporation is:

1450 S.W. 73rd Place

Miami, Florida 33144

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## ARTICLE II - Duration

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the articles by the Department of State, State of Florida.

## ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE IV - Capital Stock

This corporation is authorized to issue **ONE HUNDRED (100) SHARES OF \$1.00** per value common stock which shall be designated "COMMON SHARES".

## ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1450 SW 73<sup>rd</sup> Place and the name of the initial registered agent of this corporation at that address is **Joel Rodriguez**.

#### **ARTICLE VII - Initial Board of Directors**

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time addresses of the initial directors of this corporation are:

NAME	ADDRESS	TITLE
Joel Rodriguez	1450 SW 73 <sup>rd</sup> Place	President

#### **ARTICLE VIII - Incorporator**

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

**Joel Rodriguez**  
**1450 S.W. 73rd Place**  
**Miami, Florida 33144**

#### **ARTICLE IX - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### **ARTICLE X - Shareholder Quorum and Voting**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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### **ARTICLE XI - Calling of Special Meetings**

Special meeting of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

### **ARTICLE XII - Approval of Shareholders Required for Member**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

### **ARTICLE XIII - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

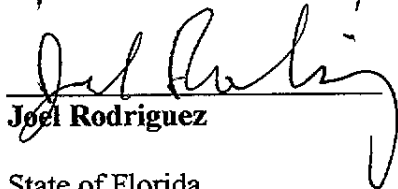
### **ARTICLE XIV - Buy Out Provision**

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

**ARTICLE XV - Amendment**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

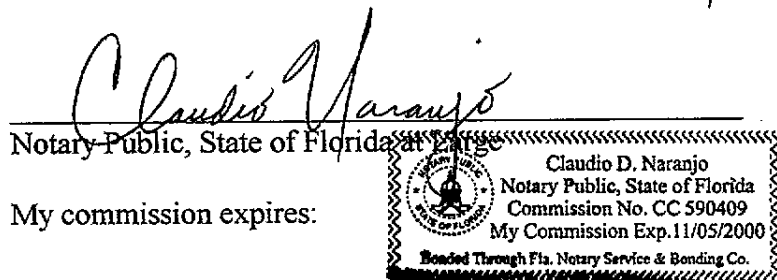
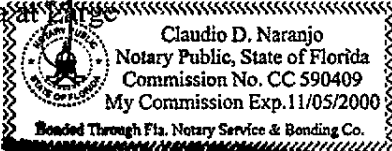
In witness whereof, the undersigned subscriber has executed these articles of incorporation this 1<sup>ST</sup> day of May, A.D. 1998

  
**Joel Rodriguez**

State of Florida  
County of Dade

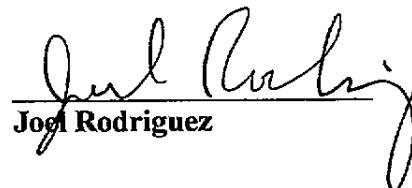
BEFORE ME, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments personally appeared Joel Rodriguez, to me well known to be the person described in and who executed the foregoing articles of incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1<sup>ST</sup> day of May, A.D. 1998.

  
Notary Public, State of Florida at Large  
My commission expires:  
  
Claudio D. Naranjo  
Notary Public, State of Florida  
Commission No. CC 590409  
My Commission Exp. 11/05/2000  
Bonded Through Fla. Notary Service & Bonding Co.

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named initial registered Agent to accept service of process on the corporation at the initial registered office designated in this articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
**Joel Rodriguez**

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