MEMBER: FLORIDA AND CALIFORNIA BAR

Attorney at Law



November 2, 1998

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

Re: J&M PROPERTY MANAGEMENT & SALES, INC.

Gentleman:

Enclosed please find the original and copy of the Articles of Incorporation of J&M PROPERTY MANAGEMENT & SALES, INC., together with my check in the amount \$122.50 covering the following fees:

Filing fee \$35.00 Certified Copy 52.50 Registered Agent Designation 35.00

Thank you for your attention to this matter.

Ver∦ trul

John Schwartz

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DIVISION OF CORPORATIONS
YALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF J&M PROPERTY MANAGEMENT & SALES, INC.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I Name

The name of this corporation is: J&M PROPERTY MANAGEMENT & SALES, INC.

ARTICLE II Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 4119 NEPTUNE RD., ST. CLOUD, FLORIDA 34769 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be JOHN SCHWARTZ. The street address of the initial registered office of this corporation is, 4119 NEPTUNE RD., ST. CLOUD, FLORIDA 34769.

ARTICLE VII Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and address of the Directors are as follows:

David Rooney 4119 Neptune Rd. St. Cloud, Fl 34769 Director _

ARTICLE VIII Incorporator

The name and street address of the incorporators are:

David Rooney 4119 Neptune Rd. St. Cloud, Fl 34769

ARTICLE IX By laws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X Indemnification

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

ARTICLE XI Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 2st day of November, 1998.

David Rooney , Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That J&M PROPERTY MANAGEMENT & SALES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Kissimmee, State of Florida, has named John Schwartz, 4119 Neptune Rd., St. Cloud, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.

David Rooney, Incorporator Dated: November 2, 1998.

Having been named to accept service of process for the abovestated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

John Schwartz, Registered Agent

Dated: November 2, 1998

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DIVISION OF CONFORATION