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January 8, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 AM 10:16

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: JON & MICHAEL CAPITAL, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) for the following:

1. Filing Fee	\$ 35.00
2. Certificate of Registered Agent	\$ 35.00
3. Certified copy of Corporate Charter	<u>\$ 52.50</u>

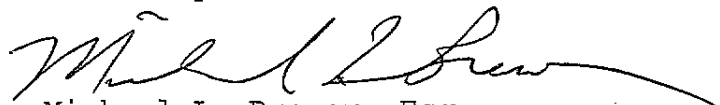
Total	\$122.50
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After filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

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Should you have any questions, please feel free to call  
-01/11/99-01123-011  
\*\*\*\*122.50 \*\*\*\*\*78.75

Sincerely,

  
Michael L. Brewer, Esq.

MLB/mlv  
Enclosure

D. BROWN JAN 14 1999

ARTICLES OF INCORPORATION

OF

JON & MICHAEL CAPITAL, INC.

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ARTICLE I - NAME

The name of this corporation is JON & MICHAEL CAPITAL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT  
AND PRINCIPAL OFFICE

The street address of the initial principal office and registered office of this corporation is 2000 Hill Street, New Smyrna Beach, Florida 32169 and the name of the initial registered agent of this corporation at that address is CARLOS ARDILA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS ARDILA	2000 Hill Street New Smyrna Beach, FL 32169

ARTICLE VIII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
CARLOS ARDILA	2000 Hill Street New Smyrna Beach, FL 32169

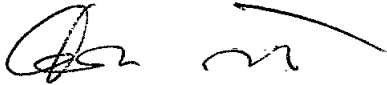
ARTICLE IX INDEMNIFICATION

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

ARTICLE X - 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 7th day of January, 1999.



CARLOS ARDILA

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 7th day of January, 1999, by CARLOS ARDILA, who is personally known to me.



Michelle L. Van Lancker  
MY COMMISSION # CC680661 EXPIRES  
October 31, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

Michelle L. Van Lancker (SEAL)

Printed Name: Michelle L. Van Lancker

Notary Public

Commission # CC680661

My commission expires: 10/31/01

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First --- JON & MICHAEL CAPITAL, INC., desiring to organize  
under the laws of the State of Florida, with its principal office,  
as indicated in the Articles of Incorporation at City of New Smyrna  
Beach, County of Volusia, State of Florida, has named CARLOS  
ARDILA, located at 2000 Hill Street, City of New Smyrna Beach,  
County of Volusia, State of Florida, as its agent to accept service  
of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 

CARLOS ARDILA

Filing Fee \$35.00