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LAW OFFICES  
PETER M. MACNAMARA  
A PROFESSIONAL ASSOCIATION

3908 MAIN HIGHWAY  
MIAMI, FLORIDA 33133-6513

FILED  
99 FEB -5 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE (305) 374-5546

TELECOPIER (305) 447-1261

February 4, 1999

VIA AIRBORNE EXPRESS

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
2-1-99

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-02/05/99-01074-018

\*\*\*122.50 \*\*\*\*\*78.75

Re: J & M Molina, Inc.

Dear Madame or Sir:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, please find my check No. 544 in the amount of \$122.50 for filing fee, certified copy and registered agent fee. Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,

Peter M. MacNamara

*Peter MacNamara*  
AUTHORIZATION BY PHONE TO  
CORRECT *Add Principal*  
*Address*  
DATE *2/1*  
DOC. # *XXAN*

P. Hall

FEB 10 1999

(3)

**ARTICLES OF INCORPORATION**

**OF**

**J & M MOLINA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

EFFECTIVE DATE  
2-1-99

The name of the corporation shall be **J & M MOLINA, INC.**

**ARTICLE II - DURATION OF EXISTENCE**

This corporation shall exist perpetually, commencing on February 1, 1999, the date these Articles were executed..

**ARTICLE III - GENERAL PURPOSE**

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

(I) The corporation shall have authority to issue one thousand (1000) shares of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange

for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The address of the initial registered office is 3908 Main Highway, Miami, Florida 33133-6513, and the name of its initial registered agent is Peter M. MacNamara, Esq.. The principal address is the same.

#### **ARTICLE VI - BOARD OF DIRECTORS**

(I) The corporation shall have a minimum of two (2) directors, and MARISSA MOLINA CHAUVET and JEANNETTE MOLINA CHAUVET shall be the directors initially. The number of directors may be increased from time to time by amendment of the Bylaws.

(II) The name(s) and address(es) of the person(s) who is (are) to serve as director(s) until the first annual meeting of the shareholders or until their successor is elected and qualify is (are):

MARISSA MOLINA CHAUVET  
Calle 37 #68  
Col. Benito Juarez Nte.  
Merida Yucatan, Mexico

JEANNETTE MOLINA CHAUVET  
Villas Ti-Ho #1 Quetzol 35  
Apartado Postal #1311  
Con Cun Q Roo, Mexico

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of the corporation is:

Peter M. MacNamara, Esq.  
3908 Main Highway  
Miami, Florida 33133-6513


#### **ARTICLE VIII - LIABILITY AND INDEMNIFICATION**

(I) The corporation may be empowered to indemnify any director, officer, employee, or agent of the corporation, or any former director, officer, employee, or agent of the corporation in the manner set out and provided for in the bylaws of this corporation.

**ARTICLE IX - RESTRICTION ON AUTHORITY TO MORTGAGE AND PLEDGE**

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by vote or written consent of the holder of two thirds (2/3) of the shares of the corporation entitled to vote thereon and not otherwise.

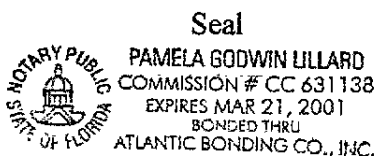
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this First day of February, 1999.


  
Peter M. MacNamara, Esq.

STATE OF FLORIDA : SS  
COUNTY OF MIAMI-DADE: SS

BEFORE ME the undersigned authority, personally appeared, Peter M. MacNamara, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid, this 1st day of February, 1999.



  
Notary Public

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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That J & M Molina, Inc., a corporation organizing under the laws of the State of Florida, has named Peter M. MacNamara, Esq., as its Registered Agent to accept service of process within this State, who registered office is located at 3908 Main Highway, Miami, FL 33133, County of Miami-Dade, Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above entitled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties.

SIGNATURE

Peter M. MacNamara, Esq.

TITLE: Registered Agent

DATE: February 1, 1999

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PETER M. MACNAMARA, P.A.

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