CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

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OF

J.E.A.D. INC.

Article I - Name

The name of the corporation is J.E.A.D, INC.

Article II - Duration

The corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowl-edgement of these articles.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares."

Article V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 125 West Greentree Lane, Lake Mary, Fla. 32746. and the name of the initial registered agent of this corporation is Joseph F. Coluccio, whose address is 125 West Greentree Lane, Lake Mary, Fla. 32746.

Article VI - Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from the time by the Bylaws. The name and address of the initial Director of this Corporation is:

Joseph F. Coluccio

125 West Greentree Lane Lake Mary, Fla. 32746

Article VII - Incorporator

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

Joseph F. Coluccio

125 West Greentree Lane Lake Mary, Fla. 32746

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the Shareholders is subject to this reservation.

Article IX - Preemptive Rights

Every Shareholder, upon the Sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

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 - Voting

At each election every Shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by a majority of the votes cast.

Article XII - By-Law

The By-Laws of this Corporation may be adopted, altered, amended or replaced by the Shareholders.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation this $\underline{1}$ day of \underline{May} , 1999.

STATE OF FLORIDA

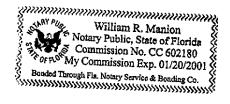
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Joseph F. Coluccio, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this day of May, 1999.

NOTARY PURLIC

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, hereby accepts designation as Resident Agent of J.E.A.D., Inc. As contained in the foregoing Articles of Incorporation and agrees to provide the services as required under the provisions, laws and statutes of the State of Florida.

Dated: This 1 of May, 1999

loseph F. Coluccio

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknow-ledgements in the State and County set forth above, personally appeared Joseph F. Coluccio known by me to be the person who executed the foregoing ACCEPTANCE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this $\frac{1}{2}$ day of May, 1999. William R. Mawor

