

P99 000053792

Larry E. Whitlock
5243 Hawford Circle
Orlando, FL 32812

Division of Corporation
409 E. Gains Street
Tallahassee, FL 32399

June 10, 1999

Attn: Maria

Re: Filing Fee for Articles of Incorporation

100002902201--8
-06/11/99-01068-008
*****87.00 *****87.00
100002902201--8
-06/11/99-01068-009
*****0.50 *****0.50

Dear Maria:

As per our conversation today on the telephone, please find enclosed our filing fee for the articles of incorporation of \$70.00 plus \$17.50 for two certified copies = \$87.50 for "J & L Opportunities, Inc.

Enclosed, you will also find a return over-night envelope to fast send our filed incorporation papers to our address listed above.

Your immediate attention to this matter will be appreciated. Thank you.

Sincerely,

Larry E. Whitlock

Enc.

FILED
1999 JUN 11 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Larry Whitlock GAVE

AUTHORIZATION BY PHONE TO
CORRECT principal office/ra office

DATE 06-14-99

DOC. EXAM. R. Purinton

R. Purinton JUN 14 1999

IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

**ARTICLES OF INCORPORATION
FOR
J & L OPPORTUNITIES, INC.**

We, the undersigned, being of the class of persons described in Florida Statutes Section 607.161, have caused these Articles of Incorporation to be signed and delivered to the Department of State of the State of Florida in the manner prescribe by law for the purpose of forming a Corporation having the following rights, powers, and qualifications; do as Incorporators of a Corporation, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE 1
NAME**

The Name of this Corporation shall be "J & L OPPORTUNITIES, INC," hereinafter referred to as "J & L". The principal office address shall be 5243 Hawford Circle, Orlando, FL 32812.

**ARTICLE 2
DURATION**

The corporation shall commence existence as of the date and time of filing hereof and shall have perpetual duration.

**ARTICLE 3
PURPOSES**

The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which the Corporation may be organized under this act and under Florida Statutes, Chapter 607, including but not limited to:

(A) The primary purpose this Corporation is to provide its members or "representatives" the best products and services as a customer and/or as a representatives with the best home based business and marketing plan available. J & L is a representative of ITI ("International Team Works, Inc."). J & L offers a service and marketing plan commitment by helping its representatives build a business. ITI ("International Team Works, Inc.") and its affiliated companies currently offer telecommunication services including various competitive long distance, phone service, internet access, Pocket Office (our 21st Century newsletter), as well as pagers. Future products and services that are being researches are electricity, wireless and other products and services, which will offer our representatives residual income. J & L shall advertise, recruit, build, plan, furnish, develop, implement, promote, market, sell, and sign-up other interested persons as representatives to accomplish ITI's goals and objectives.

(B) The purposes for which this Corporation is to get you as a customer the best products and services available in the telecommunications industry and representatives started in building a successful business. To serve and satisfy those customers, we are constantly working with industry leaders to be certain we have the best and most competitive products and services for our reps to market. Using the mutual fund approach allows us to always choose the finest of what the telecommunications industry has to offer.

(C) This corporation is part of the dynamic team of ITI. Our unique and double program of compensation cannot help but continue to spread throughout America and

internationally. The vision of a network marketing company designed for the 'average' representative is truly paying off from its fair marketing plan designed for the representative to achieve success no matter when the representative comes aboard.

(D) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general purposes and powers of the Corporation, or the enjoyment and exercise of these powers as conferred by the laws of the State of Florida. It is intended that the purposes and powers specified in each of the paragraphs of this Article 3 shall be regarded as independent purposes and powers.

ARTICLE 4 STOCK

(A) The Corporation shall have authority to issue the following aggregate number of shares of common stock that shall each have the par value as shown, to-wit:

(B) 1,000 Shares of Common Stock - \$1.00 par value each.

Upon vote and approval of the Board of Directors, the following 1,000 Shares of Common Stock shall be issued to the following persons:

(C) Larry E. Whitlock - 500 Shares of Common Stock

(D) James H. Park - 500 Shares of Common Stock

The Stock of this corporation shall qualify as Small Business Company Stock under 1244 of the Internal Revenue Code. Fully paid stock of this Corporation shall not be liable to any call and is non-assessable.

ARTICLE 5 CAPITALIZATION

Certificates for Shares. Certificates representing shares of corporation shall be in such form as shall be determined by the Board of Directors. The Secretary or an assistant Secretary shall sign by the President or the Vice President and such certificates. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and the date of issue, shall be entered on the stock for transfer shall be canceled and no new certificates shall be issued until the former certificates for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Consideration for Shares. The consideration for the issuance of shares may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive. No certificate shall be issued for any share until the share is fully paid.

Issuance of Shares. Shares of capital stock of the corporation shall not be issued except on unanimous vote of the Board of Directors. The vote of each director shall appear in the written minutes of each Board of Directors' meeting in which the issuance of shares was approved.

Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and

contract or transaction as fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof, which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 10
PROVISIONS RELATING TO CONDUCT OF CORPORATE AFFAIRS

The affairs of the corporation shall be conducted in conformity with the following elective provisions, adopted pursuant to Florida Statutes Section 607.164(2):

There shall be cumulative voting for directors.

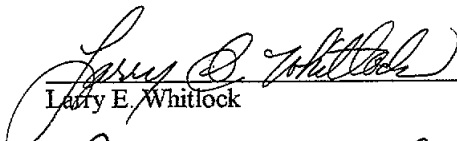
Shares shall be subject to such transfer restrictions as may be adopted by the Board of Directors, and in the absence of such restrictions (which may be in the form of a Buy-Sell Agreement) shares may not be transferred without the consent of the other shareholders. Share certificates shall bear an appropriate legend.

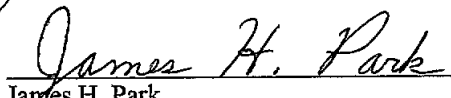
Either the shareholders for directors of this corporation may act without an actual physical meeting provided that a majority thereof consent in writing to the corporate action being taken. However, such action shall be communicated to any nonconsenting within three days, and they shall be allowed a reasonable time within which to register their dissent. Meetings may be held by telephone conference subject to the requirements of law.

The corporation reserves the right to amend these Articles of Incorporation.

The shareholders may enter into agreements providing for the conduct of the affairs of the corporation in any manner not prohibited by law which may provide for elimination of the Board of Directors of the corporation and for the management by the shareholders directly.

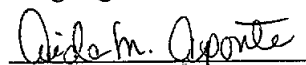
These ARTICLES OF INCORPORATION signed in Orange County, Florida on this 10 day of June, 1999.


Larry E. Whitlock


James H. Park

STATE OF FLORIDA)
COUNTY OF ORANGE)

I, Aida M. Aponte, a Notary Public, hereby certify that on the 10 day of June, 1999, Larry E. Whitlock and James H. Park, appeared before me, who are personally known to me or who have produced Florida Driver's License; as identification and who did take oath, declared that they are the persons who signed the foregoing document as Incorporators and that the statements contained herein are true.


NOTARY PUBLIC
My Commission Expires: 4/28/01



Aida M. Aponte
My Commission CC642605
Expires April 28, 2001

unrestricted earned surplus, dividends payable either in cash, in property, or in shares of capital stock. No dividends shall be paid upon the capital stock in any medium if the source out of which it is proposed to pay the dividend is due to arises from unrealized appreciation in value or from a revaluation of assets, or if the Corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

Uncertified Shares. Shares of the capital stock of the Corporation shall not be issued without a certificate.

ARTICLE 6 INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address are:

Robert L. Bolton
6029 Lake Pointe Drive #204
Orlando, FL 32822

ARTICLE 7 DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is two (2). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

Mr. Larry E. Whitlock
5243 Hawford Circle
Orlando, FL 32812

Mr. James H. Park
9641 Camberley Circle
Orlando, FL 32836

ARTICLE 8 INCORPORATORS

The name and address of the Incorporators are:

Mr. Larry E. Whitlock
5243 Hawford Circle
Orlando, FL 32812

Mr. James H. Park
9641 Camberley Circle
Orlando, FL 32836

ARTICLE 9 COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, form, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationships or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or the fact that such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written

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

* * * * *

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that J & L Opportunities, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Orlando, State of Florida, has named Robert L. Bolton, located at 6029 Lake Pointe Drive, #204, Orlando, Florida 32822, as its agent to accept service of process within Florida.

Robert L. Bolton
Title: Registered Agent
Date: 6/10/99

Having been named to accept service of process for the above stated 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.

Robert L. Bolton
Registered Agent and
Resident Agent for
J & L Opportunities, Inc.
Dated: 6/10/99

FILED
1999 JUN 11 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA