

TRANSMITTAL LETTER

P99000065854

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

Areasales.com, Incorporated

(Proposed corporate name - must include suffix)

800002941118--0

-07/26/99--01078--014

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Richard R. Johnson

Name (Printed or typed)

P.O. Box 20072

Address

Tallahassee Florida, 32306

City, State & Zip

(850) 574-2500 ext. 215

Daytime Telephone number

RECEIVED

59 JUL 26 AM 11:32

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59 JUL 26 AM 11:49

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

ajc
7/26

Articles of Incorporation

Article I Name and Ownership

The name of the corporation shall be: *Areasales.com, Incorporated*

Areasales.com, Inc., is a subsidiary company of the Jadis Holding Corporation. Majority of ownership of Areasales.com, Inc., is held by Jadis Holding Corporation and its executive officers (85%). Minority ownership is held by Charles Quincy Adams (8.5%), and N. Emeka Tinson (6.5%). All bylaws, and execution of powers of Areasales.com, Inc., is governed by the Jadis Holding Corporation.

Executive Officers of Areasales.com, Inc., are:

Richard R. Johnson, Chief Executive Officer (D)
Charles Q. Adams, President (D)
N. Emeka Tinson, Vice President (D)
Jarvis A. Addison, Chief Technology Officer (D)

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TALLAHASSEE, FLORIDA

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The power to remove an executive officer(s) is at the discretion of Jadis Holding Corporation. Jadis Holding Corporation may remove an executive officer with or without cause.

Board of Directors of Areasales.com will be consistent with the directors of Jadis Holding Corporation. Also, consistent with the Jadis Holding Corporation, directors of Areasales.com, Inc., will act in an advisory role only.

The power to remove a director(s) is only granted to Jadis Holding Corporation.

Compensation of directors and shareholders will be on an investment basis only. Return on investment(s), and type of investment(s), will be determined by Jadis Holding Corporation, and negotiated with named or said investor.

Bylaws for Areasales.com, Inc. will be adopted by the Jadis Holding Corporation. The executive board of Areasales.com, Inc. is directly responsible for the day to day operations of Areasales.com, Inc. In the event of an emergency, the executive officers of Areasales.com, Inc. will make any provisions necessary for managing Areasales.com, Inc. during an emergency including:

1. Calling a meeting with executives of Jadis Holding Corporation;

2. All provisions of the regular bylaws set forth by Jadis Holding Corporation be consistent with the emergency bylaws, and remain effective during the emergency. The emergency bylaws are not in effect after the emergency situation ends.

3. Corporate action taken in good faith in accordance with the emergency bylaws:

(a) Binds Areasales.com, Inc.; and

(b) May not be used to impose liability on a corporate director, officer, employee, agent, or Jadis Holding Corporation.

Powers granted to Areasales.com, Inc., are to do all things necessary or convenient to carry out its business and affairs, including, powers listed in section 607.0302, of the Florida Business Corporation Act. These powers are governed by the Jadis Holding Corporation.

Article II Principle Office

The principal place of business and mailing address of Areasales.com, Inc. shall be:

Business:

**Areasales.com, Inc.
1235 Airport Drive
Tallahassee, Florida 32304**

Mailing:

**Areasales.com, Inc.
P.O. Box 20072
Tallahassee, Florida 32316-0072**

Article III Shares and Distribution

(1) The number of shares of stock that Areasales.com, Inc. is authorized to have at any one time is: **2 million shares.**

(2) Areasales.com, Inc., will issue two types of shares Class A and Class B shares.

(a) Class A shareholders will have full voting privileges, which is one vote per share.

(b) Class B shareholders will not have any voting privileges. Class B shares are

issued for investment purposes only. Terms of an investment, and return on an investment is determined by the Jadis Holding Corporation, and agreed upon named said investor. The determination of which type of shares to be issued will be at the discretion of the Jadis Holding Corporation.

(3) The par value for both classes of shares are \$1.00 dollar.

(4) Distribution of Class A shares is as follows:

Jadis Holding Corporation will be allocated 1,160,000 shares to be distributed at the discretion of Jadis Holding Corporation.

Jarvis A. Addison, President, Jadis Holding Corporation, will be allocated 180,000 shares.

Richard R. Johnson, Senior Vice President, Jadis Holding Corporation, and Chief Executive Officer, Areasales.com, Inc., will be allocated 180,000 shares.

Lawrence Harris III, Executive Vice President, Jadis Holding Corporation, will be allocated 180,000 shares.

Charles Q. Adams, President, Areasales.com, Inc., will be allocated 170,000 shares.

N. Emeka Tinson, Vice President, Areasales.com, Inc., will be allocated 130,000 shares.

Article IV Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Business:

**Jarvis A. Addison
President/CEO of
Jadis Holding Corporation
1235 Airport Drive
Tallahassee, Florida 32304**

Mailing:

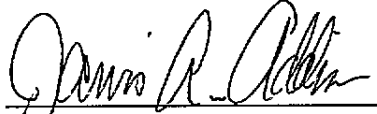
**Jarvis A. Addison
President/CEO of
Jadis Holding Corporation
P.O. Box 21122
Tallahassee, Florida 32316-1122**

Article V Incorporators

The names and addresses of the Incorporators to these Articles of Incorporation are:

Jarvis A. Addison 1662 North Mission Drive, Tallahassee, FL 32304

Richard R. Johnson 5001 Lakefront Drive M-1 Tallahassee, FL 32303



Signature/ Incorporator

7/26/99

Date

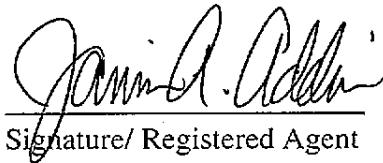


Signature/ Incorporator

7/26/99

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/ Registered Agent

7/26/99

Date

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AND
FILED

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TALLAHASSEE, FLORIDA