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FLORIDA PROFIT CORPORATION OR P.A.

the jupiter companies, inc.

W-19909

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

B. McKnight

AUG 27 1999

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ARTICLES OF INCORPORATION
of

THE JUPITER COMPANIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

THE JUPITER COMPANIES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ten thousand shares (10,000) of Class A Common Stock with voting rights and no par value, which shall be designated "Class A Common Shares" and ten thousand (10,000) of Class B Common Stock with no voting rights and no par value which shall be designated "Class B Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the initial Registered Agent at that office is:

| | | | |
|---------|----------------------------------|---------|-----------|
| NAME | R. Scott Buist, registered agent | | |
| ADDRESS | 420 U.S. Highway One, Suite 15 | | |
| CITY | North Palm Beach, | FLORIDA | ZIP 33408 |

The principle office, if known, or the mailing address of the corporation is:

| | | | |
|---------|-----------------------------|---------|-----------|
| NAME | The Jupiter Companies, Inc. | | |
| ADDRESS | 725 North A1A, Suite B104 | | |
| CITY | Jupiter, | FLORIDA | ZIP 33468 |

Prepared by:

R. Scott Buist, FBN 135500
420 US Highway One, Suite 15
North Palm Beach, FL 33408
(561) 881-1980 Telephone
(561) 881-3567 Fax

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than two (2). The names and addresses of the initial directors of the corporation are as follows:

| | | | |
|---------|---------------------------|---------------|-----------|
| NAME | Peter Harrold | | |
| ADDRESS | 725 North A1A, Suite B104 | | |
| CITY | Jupiter, | STATE FLORIDA | ZIP 33468 |


| | | | |
|---------|--------------------------|----|-------|
| NAME | Robert A. Fleming | | |
| ADDRESS | 58 Brittany, PO Box 1309 | | |
| CITY | Westhampton | NY | 11978 |

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

| | | | |
|---------|--------------------------------|---------|-------|
| NAME | R. Scott Buist | | |
| ADDRESS | 420 U.S. Highway One, Suite 15 | | |
| CITY | North Palm Beach | FLORIDA | 33408 |

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of August, 1999.

 (seal)

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

THE JUPITER COMPANIES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 420 U.S. Highway One, Suite 15
North Palm Beach, FL 33408

has named R. Scott Buist

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


R. Scott Buist, registered agent

Prepared by:

R. Scott Buist, FBN 135500
420 US Highway One, Suite 15
North Palm Beach, FL 33408
(561) 881-1980 Telephone
(561) 881-3567 Fax

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