

P99000101388

**HARKAVY, MITCHELL & STEWART, P.A.**

*Attorneys At Law*

219 South Orange Avenue  
Sarasota, Florida 34236-6899  
TELEPHONE: (941) 365-3131  
FACSIMILE: (941) 366-8552

DAVID M. MITCHELL  
DONALD A. STEWART

Of Counsel  
MARTIN R. HARKAVY

November 15, 1999

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

800003047429--1  
-11/17/99--01073--001  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

RE: JELACOM, INC.  
Our File No. 1368-3

Gentlemen:

Enclosed please find the following:

1. Original and copy of Certificate of Incorporation and Resident Agent certificate; and
2. Check in the amount of \$78.50 representing \$35.00 Filing Fee, \$8.50 certified copy of Certificate and \$35.00 Resident Agent fee.

Thank you for your anticipated courtesy and cooperation.

Very Truly Yours,

HARKAVY, MITCHELL & STEWART, P.A.

*David M. Mitchell*

David M. Mitchell

DMM:cb  
Enclosures

FILED  
90 NOV 17 PM 4:34  
TALLAHASSEE, FLORIDA  
STATE

ax 11/18

**JELACOM, INC.**

**ARTICLES OF INCORPORATION**

BY THESE ARTICLES OF INCORPORATION, the subscribers form  
corporation under Florida law.

1. NAME. The name of the corporation is: **Jelacom, Inc.**
2. NATURE OF BUSINESS. The corporation may engage in any activity  
business permitted under the laws of the United States or this State or both.
3. CAPITAL STOCK. The corporation is authorized to issue 1,000 shares of  
common stock. The Board of Directors may dispose of the authorized but  
unissued stock from time to time.
4. INITIAL CAPITAL. The corporation will begin business with capital of \$500.00.
5. TERM. The corporation shall exist. perpetually.
6. REGISTERED OFFICE ADDRESS. The initial Street address, principal address  
and registered office address of the corporation in Florida is: 4685 Deer Creek  
Boulevard, Sarasota, FL 34238. It may be changed to any other location in  
Florida by the Board of Directors from time to time. The Registered Agent at this  
address is JEFFREY B. LAWENDA.
7. DIRECTOR. The corporation shall have one (1) director initially. The number  
may be changed from time to time by the stockholders.
8. INITIAL DIRECTOR. The name and Street address of each member of the first  
Board of Directors is:

JEFFREY B. LAWENDA  
4685 Deer Creek Boulevard  
Sarasota, FL 34238

9. OFFICERS. Names of the initial officers of the corporation are:

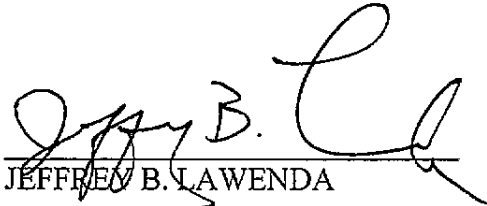
President/Treasurer/Secretary

JEFFREY B. LAWENDA

10. SUSCRIBER. The name and street address of each subscriber to these Articles of Incorporation is JEFFREY B. LAWENDA.
11. ORGANIZATION. The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.
12. BYLAWS. After adoption of the initial by laws under the preceding article, by laws may be adopted, amended or repealed by the stockholders of the corporation. The Board of Directors may adopt bylaws, subject to the stockholders approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.
13. REGISTERED RESIDENT AGENT. The corporation designates JEFFREY B. LAWENDA, as its agent to accept service of process within this State.
14. STOCK RESTRICTIONS. By agreement stockholders and the corporation may restrict or limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws may provide for transfer on the corporate books in conformity with the agreement.
15. CONFLICT OF INTEREST. No transaction between the corporation and one or more directors or officers or between this corporation and any other corporation, firm or association in which one or more of the directors or officers of this corporation are directors or officers or are financially interested shall be either void or voidable because the director or officer concerned is present at the

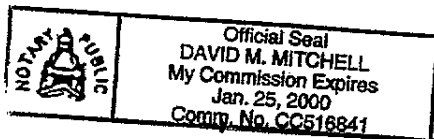
meeting of the Board of Directors, or a committee of it, that authorized or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board or Directors or committee.

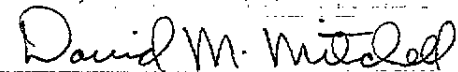
DATED this 15<sup>th</sup> day of November 1999.

  
JEFFREY B. LAWENDA

**STATE OF FLORIDA  
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 15th day of November, 1999, by JEFFREY B. LAWENDA, as President of JELACOM, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me (or has produced \_\_\_\_\_ as identification)



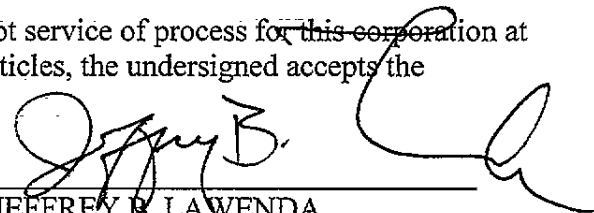
  
NOTARY PUBLIC

Printed Name  
State of Florida at Large (Seal)  
My Commission Expires:

99 NOV 17 PM 4:34  
FILED  
TALLAHASSEE, FLORIDA

**CONSENT OF RESIDENT AGENT**

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.

  
JEFFREY B. LAWENDA