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CORPORATE  
ACCESS,  
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Jandi Marketing, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

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3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
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5.)  
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF INCORPORATION  
OF  
JANDI MARKETING, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing with the Florida Secretary of State the following Articles of Incorporation for the purpose of organizing a business corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation ("Corporation") is Jandi Marketing, Inc.

**ARTICLE II**

**ADDRESS OF CORPORATION**

The street address of the principal office of the Corporation is 500 Winderly Place, Suite 310 Maitland, Florida 32751.

**ARTICLE III**

**DURATION AND PURPOSE**

This Corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence. The purpose for which this Corporation is organized is to engage in any acts or activities for which a Corporation may be organized under the laws of the United States of America and under Chapter 607 of the Florida Statutes.

**ARTICLE IV**

**CAPITAL STRUCTURE**

The total number of shares of Common Stock which the Corporation shall have the authority to issue is 100,000 shares, consisting of: 50,000 shares of Class A Voting Common Stock, with a par value of One Cent (\$0.01) per share (herein called the "Class A Common Stock"); and 50,000 shares of Class B Nonvoting Common Stock, with a par value of One Cent (\$0.01) per share (herein called the "Class B Common Stock"). All shares of Class A Common Stock and Class B Common Stock will be identical and will entitle the holders thereof to the same rights and privileges, except

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as described herein. The holders of Class A Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders, and except as otherwise required by law, the holders of Class B Common Stock will have no right to vote their shares of Class B Common Stock on any matters to be voted on by the Corporation's stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the board of directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the Corporation's registered office is 500 Winderly Place, Suite 310 Maitland, Florida 32751, and the initial registered agent at such address is Gerald A. Plante. The board of directors from time to time may move the registered office of the Corporation to any other address in the State of Florida.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

There shall be a board of directors for this Corporation that shall consist of not less than one (1). Except for the number constituting the initial board of directors, the number of directors shall be decided by the resolution of the shareholders. The names and addresses of the members of the initial board of directors for this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal, or death, are:

<u>Name</u>	<u>Street Address</u>
Gerald A. Plante	500 Winderly Place, Suite 310 Maitland, Florida 32751

## **ARTICLE VII**

### **INCORPORATOR**

The name and street address of the incorporator is Gerald A. Plante of 500 Winderly Place, Suite 310, Maitland, Florida 32751.

## **ARTICLE VIII**

### **BYLAWS**

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

## **ARTICLE IX**

### **INDEMNIFICATION**

The Corporation shall indemnify its directors and officers, or any former officer or director, to the fullest extent permitted by law.

## **ARTICLE X**

### **PRE-EMPTIVE RIGHTS**

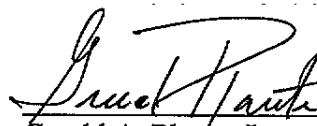
Every shareholder, upon sale of any new stock of this Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

## **ARTICLE XI**

### **AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director at the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation this \_\_\_\_ day of December, 1999.



Gerald A. Plante, Incorporator

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

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

Jandi Marketing, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Maitland, State of Florida, has named Gerald A. Plante of 500 Winderly Place, Suite 310, Maitland, Florida 32751, as agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to 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.

  
\_\_\_\_\_  
Registered Agent

\_\_\_\_\_  
Date: 12/8/99

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