

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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EL Jay, Inc.

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

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
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 DIVISION OF CORPORATION

Signature _____

Requested by: CD

Name

Date

Time

Walk-In _____

Will Pick Up _____

J. BRYAN AUG - 1 2001

**ARTICLES OF INCORPORATION
OF
ELJAY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – CORPORATE NAME

The name of this corporation is ELJAY, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and official mailing address of this corporation shall be 9362 Aegean Drive; Boca Raton, FL 33496-6681.

ARTICLE III – CAPITAL STOCK

The number of shares this corporation is authorized to have outstanding at any one time is 1,000 \$1.00 par value common shares.

ARTICLE IV – INITIAL REGISTERED AGENT

The address of the initial registered office of the corporation is 7301A W Palmetto Park Rd – Ste 100C; Boca Raton, FL 33433-3403 and the name of the corporation's initial registered agent for service of process at such address is Robert S. Weinroth, Esq.

ARTICLE V – DIRECTORS

The number of directors of the corporation shall be fixed by the Bylaws. The initial Board of Directors shall consist of two (2) directors whose names and addresses are:

Jay R. Feingold, 420 Buttonwood Pl; Boca Raton, FL 33431-8254
Elliot L. Weiss, 9362 Aegean Dr; Boca Raton, FL 33496-6681

ARTICLE VI – INCORPORATOR

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

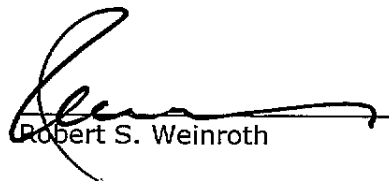
Robert S. Weinroth, 7301A W Palmetto Park Rd – Ste 100C;
Boca Raton, FL 33433-3403

ARTICLE VII – INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal,

administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is, or was, a director, incorporator, registered agent or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceeding, to the full extent permitted by the FL Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation this 26th day of July, 2001.


Robert S. Weinroth

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

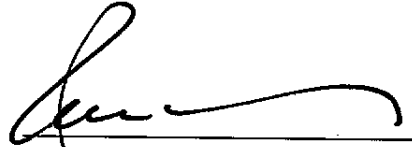
Pursuant to the provisions of Florida Statute §607.051 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ELJAY, Inc.
2. The name of the registered agent and office is:

Robert S. Weinroth
Attorney At Law
7301A W Palmetto Park Rd - Ste 100C
Boca Raton FL 33433-3403

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT TO SERVICE OF PROCESS FOR THE ABOVE STATE 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 PROVISION 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:



DATE:

26 July 01

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TALLAHASSEE, FLORIDA

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