

101 HAYS STREET
TALLAHASSEE, FL 32304
904 224 1111
904 224 1111 FAX

000-142-8086

99500035414



ACCOUNT NO. : 072100000032

REFERENCE : 591034 123598A

AUTHORIZATION :

COST LIMIT :

Patricia Pizato
970.00

ORDER DATE : May 5, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 591034

300001477263

CUSTOMER NO: 123598A

CUSTOMER: Charles Z. Kalchman, Esq
CHARLES Z. KALCHMAN, ESQ

Sun Bank Building, Suite 325
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: STEEL NET TRADING CORP.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAY - 5 1995

FILED
95 MAY -5 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STEEL MET TRADING CORP.

FILED
95 MAY -5 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS: The name of the Corporation is STEEL MET TRADING CORP., and it's principal office and mailing address is 22232 Alyssum Way, Boca Raton, Florida 33433.

ARTICLE II. REGISTERED AGENT AND ADDRESS: The Registered Agent is CHARLES Z. KALCHMAN, ESQUIRE, and the initial registered office of the Corporation is 1111 Lincoln Road, Suite 325, Miami Beach, Florida 33139.

ARTICLE III. TERM OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.


ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator is MATTHEW M. ZUCKERMAN, 1111 Lincoln Road, Suite 740, Miami Beach, Florida 33139.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation on this 2nd day of May, 1995.

By: 
MATTHEW M. ZUCKERMAN
1111 Lincoln Road, Suite 740
Miami Beach, FL 33139

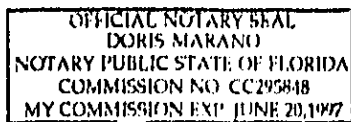
STATE OF FLORIDA)

COUNTY OF DADE)SS:

BEFORE ME, the undersigned authority, personally appeared, MATTHEW M. ZUCKERMAN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this
2 day of May, 1995.

My commission expires:



Doris Marano

NOTARY PUBLIC,
STATE OF FLORIDA

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By: *Charles Z. Kalchman*
CHARLES Z. KALCHMAN, ESQ.
1111 Lincoln Road, Suite 325
Miami Beach, FL 33139

P95000035414

GARY M. KRASNA
22153 PRIMROSE WAY
BOCA RATON, FLORIDA

August 15, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
407 E. Gaines Street
Tallahassee, FL 32399

NC
SH 8/21

TALLAHASSEE, FLORIDA

96 AUG 19 PM 2:48

FILED

RE: Gary M. Krasna, P.A. and Steel Met Trading Corp.

500001929745
-08/22/96--01059--008
*****35.00 *****35.00

Dear Sir or Madam:

I enclose the filing for filing in connection with the above referenced corporations:

a. Articles of Incorporation including Designation of Registered Agent of Gary M. Krasna, P.A.: Enclosed is a check for \$131.25 to cover the filing fee, Certified Copy fee and Certificate of Status Fee. Also enclosed is an additional copy of the Articles.

b. Articles of Amendment to the Articles of Incorporation of Steel Met Trading Corp.: Enclosed is a check for \$35.00 to cover the filing fee.

Thank you very much for your cooperation in this matter. Please return the Certified Copy of the Articles of Incorporation together with the Certificate of Status to me at the above address. If you have any questions, please feel free to contact me at 561-367-0088.

Very truly yours,



Gary M. Krasna

DIVISION OF CORPORATIONS

96 AUG 19 PM 12:21

RECEIVED

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
STEEL MET TRADING CORP.

The following provision of the Articles of Incorporation of STEEL MET TRADING CORP., a Florida corporation ("Corporation"), filed with the Department of State on May 5, 1995, Charter No. P95000035414, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME AND ADDRESS

The name of this Corporation is JAYMARK INTERNATIONAL CORP., and its principal place of business and mailing address is 7301 West Palmetto Park Road, 110C, Boca Raton, Florida 33433.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and the Directors of this Corporation, effective as of July 31, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of July 31, 1996.

JAYMARK INTERNATIONAL CORP.

By: Jacques Markovitch
Jacques Markovitch President

FILED
96 AUG 19 PM 2:48
TALLAHASSEE, FLORIDA

JOINT CORPORATE ACTION BY
THE DIRECTORS AND THE SOLE SHAREHOLDER OF
STEEL MET TRADING CORP.

The undersigned, being the Directors and the sole shareholder of STEEL MET TRADING CORP., a Florida corporation ("Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and do hereby consent in writing to the adoption of the following resolution, taking said action in lieu of a meeting of the Board of Directors and the shareholder:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to change the corporate name to JAYMARK INTERNATIONAL CORP., as provided in the attached Articles of Amendment to said Articles of Incorporation.

The action described herein shall be effective as of the 31 day of July, 1996.

IN WITNESS WHEREOF, the undersigned, being the Directors and the sole shareholder of this Corporation, have hereunto set their hands and seals for the purpose herein expressed.

Dated as of July 31, 1996.

DIRECTORS:

Jacqui Markartel
Michael M. Markartel
Nancy Markartel

SHAREHOLDER:

Jacqui Markartel

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 OCT -2 PM 6:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ff 10/5

DOCUMENT # **P95000035414**

1. Corporation Name

JAYMARK INTERNATIONAL CORP.

Principal Place of Business

7301 W. PALMETTO PARK RD.
SUITE 110C
BOCA RATON FL 33433

Mailing Address

7301 W. PALMETTO PARK RD.
SUITE 110C
BOCA RATON FL 33433

If above addresses are incorrect in any way line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable
22263 Larkspur Trail

3. New Mailing Office Address, if Applicable
22263 Larkspur Trail

4. Date Incorporated or Qualified
To Do Business in Florida

05/05/1995

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. FEI Number
65-0585605

Applied For

Not Applicable

City & State

Boca Raton

City & State

Boca Raton

Zip
33433

Country
USA

Zip
33433

Country
USA

6. CERTIFICATE OF STATUS DESIRED

**\$8.75 Additional Fee required
for a Certificate of Status**

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PRES	Jackie Markovitch	22263 Larkspur Trail	Boca Raton, FL 33433
VP	Nancy Markovitch	22263 Larkspur Trail	Boca Raton, FL 33433
SEC	Matthew M. Zuckerman	3456 Prairie Avenue	Miami Beach, FL 33140
TRES	Matthew M. Zuckerman	3456 Prairie Avenue	Miami Beach, FL 33140

700001977967--0

8. Name and Address of Current Registered Agent

**KALCHMAN, CHARLES Z
1111 LINCOLN ROAD
SUITE 325
MIAMI BEACH FL 33139**

9. Name and Address of New Registered Agent

Name
Gary M. Krasna ***375.00 ***375.00
Street Address (P.O. Box Number is Not Acceptable)
1900 Corporate Boulevard N.W.
Suite, Apt. #, Etc.
Suite 301 W
City
Boca Raton State **FL** Zip Code **33431**

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

[Signature]

REGISTERED AGENT MUST SIGN

Date

7/20/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Jackie Markovitch

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Sep 27/96

Date

Daytime Phone #

CR20040 (7/96)