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JANUARY 9, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002055265--4
-01/13/97--01020--009
*****70.00 *****70.00

Re: ARJAY CONSULTANTS, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

[Handwritten signature]
1/10

RECEIVED
97 JAN 10 AM 10:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARJAY CONSULTANTS, INC.

Filed by:

Gavin W. Scotti, Esq.
41 Madison Avenue
34th Floor
New York, New York 10010

ARTICLES OF INCORPORATION

ARJAY CONSULTANTS, INC.

FILED
97 JAN 10 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is ARJAY CONSULTANTS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Ronald Alfieri
3001 NE 47th Street
Fort Lauderdale, Florida 33308

Janet Alfieri
3001 NE 47th Street
Fort Lauderdale, Florida 33308

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

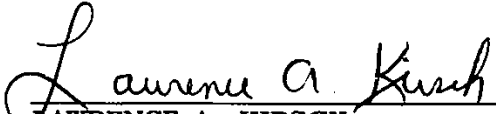
3001 NE 47th Street
Fort Lauderdale, Florida 33308

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

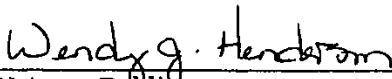
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 1997.



LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 9th day of January, 1997 by the incorporator of ARJAY CONSULTANTS, INC.



Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 1998

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

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the under-
signed 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.*

ARJAY CONSULTANTS, INC.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:
Ronald Alfieri

(Name)
3001 NE 47th Street

(P.O. Box NOT acceptable)
Ft. Lauderdale, Florida 33308

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above
stated 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
provisions 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 x Ronald Alfieri
DATE 1/7/97

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CA280126021

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SECRETARY OF STATE
TALLAHASSEE FLORIDA