

TRANSMITTAL LETTER
P97000055500

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: JASON STEVEN DALLEY, INC.
(Proposed corporate name - must include suffix)

800002219708--3
-06/23/97--01085--017
****122.50 ****122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAY ALAN SALAMON
Name (Printed or typed)

21 SOUTH WASHINGTON STREET
Address

TARRYTOWN NY 10591
City, State & Zip

914-631-7357
Daytime Telephone number

97 JUN 23 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLEASE RETURN STAMPED COPY USING ENCLOSED ENVELOPES

NOTE: Please provide the original and one copy of the articles.

Handwritten signature and date: 6/24/97

**Articles of Incorporation
of
Jason Steven Dalley, Inc.**

97 JUN 23 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is Jason Steven Dalley, Inc..

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 224 Datura Street, Suite 814, in the City of West Palm Beach, County of Palm Beach. The name of its registered agent at such address is Jason Steven Dalley.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 100, all of which are to be common stock with par value of \$.50.

5. Incorporator.

The name and mailing address of the incorporator is: Jay A. Salamon who resides at 21 South Washington Street, 3rd Floor, in the town of Tarrytown, state of New York.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer

elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

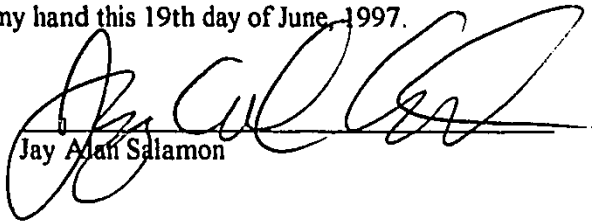
(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

[Signature page to follow]

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19th day of June, 1997.


Jay Alan Salamon

State of Florida)
County of Palm Beach) ss

BE IT REMEMBERED that on this 20th day of June 1997 personally came before me, a Notary Public for the State of Florida, Jay Salamon, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

NYDL662 461 470

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Notary Public

My commission expires:



BONNIE M WILLIS
My Commission CC312122
Expires Sep. 24, 1997

Designation of Registered Agent for Service of Process

for

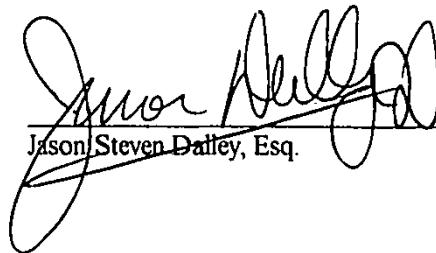
Jason Steven Dalley, Inc.

The person named below hereby accepts designation as agent for service of process for Jason Steven Dalley, Inc. which will be a corporation organized under the laws of the state of Florida.

Jason Steven Dalley, Esq.
224 Datura Street, Suite 814
West Palm Beach, FL 33401

Dated June 20, 1997

By:


Jason Steven Dalley, Esq.

FILED
97 JUN 23 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA