

F010000002993

G&M INDUSTRIES, INC.
831 1/2 STREET NORTH,
LOXAHATCHEE, FL 334

May 21, 2001

Florida Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Registration Section

Subject: G&M Industries, Inc.

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-05/22/01--01101--004
*****70.00 *****70.00

Dear Sir or Madam: *w01-12071*

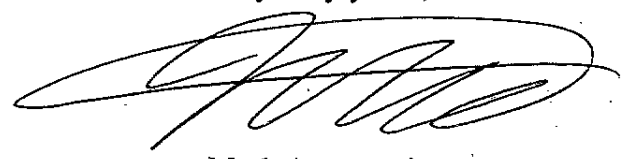
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check in the amount of \$70.00 payable to the Florida Department of State are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Patricia Fox-Butler, Esq.
Kipnis Tescher Lippman & Valinsky, P.A.
100 NE 3rd Avenue, Suite 610
Fort Lauderdale, FL 33301

For further information concerning this matter, please call Patricia Fox-Butler at (954) 467-1964.

Very truly yours,



Mark Antonucci

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JUN -5 PM 2:19

FILED

Handwritten initials

Enclosures

Handwritten mark



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2001

PATRICIA FOX-BUTLER, ESQ.
KIPNIS TESCHER LIPPMAN & VALINSKY, P.A.
100 NE 3RD AVENUE, SUITE 610
FORT LAUDERDALE, FL 33301

SUBJECT: G&M INDUSTRIES, INC.
Ref. Number: W01000012071

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for G&M INDUSTRIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that this adopted name is for use in Florida only and does not affect your filing in Delaware in any way. Please also note that adding "FLORIDA" or "OF FLORIDA" to the name is not allowed. You may wish to call the number below to do a preliminary check of any name you would like to adopt.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 701A00032523

G&M INDUSTRIES, INC.
18315 49TH STREET NORTH,
LOXAHATCHEE, FL 33470

May 21, 2001

Florida Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Lee Rivers

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TALLAHASSEE FLORIDA

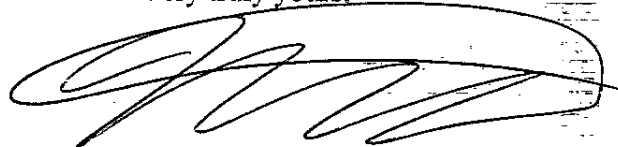
Subject: G&M Industries, Inc. (the "Company")

Dear Mr. Rivers:

In connection with your phone conversation today with Patricia Fox-Butler concerning the Company's application to transact business in Florida, enclosed please find a corporate resolution authorizing the adoption of the name J&M Networking, Inc. Should you have any questions or require any further information, please direct all inquiries to::

Patricia Fox-Butler, Esq.
Kipnis Tescher Lippman & Valinsky, P.A.
100 NE 3rd Avenue, Suite 610
Fort Lauderdale, FL 33301

Very truly yours,



Mark Antonucci

Enclosures

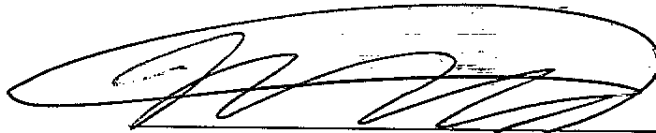
WRITTEN CONSENT OF THE DIRECTORS
OF
G&M INDUSTRIES, INC.

The undersigned, being the sole director of G&M Industries, Inc., a Delaware corporation (the "Corporation"), hereby adopt the following resolution:

WHEREAS, the Corporation deems it in the best interest of the Corporation to adopt the name "J&M Networking, Inc." to be used by the Corporation for purposes of doing business in the State of Florida;

RESOLVED THAT, the Corporation hereby adopts the name J&M Networking, Inc. as the name to be used by the Corporation for purposes of doing business in the State of Florida, and hereby directs the officers of the Corporation to do and perform, or cause to be done and performed, any and all actions and things which may be necessary, desirable or convenient to effectuate the purposes and intents of the foregoing resolution:

Dated as of May 29, 2001



Mark Antonucci, Director

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. G & M Industries, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 65-1028364
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/14/00 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 18315 49th Street North, Loxahatchee, FL 33470
(Principal office address)

18315 49th Street North, Loxahatchee, FL 33470
(Current mailing address)

8. Financial consulting and corporate engineering.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Kipnis Tescher Lippman & Valinsky, P.A.

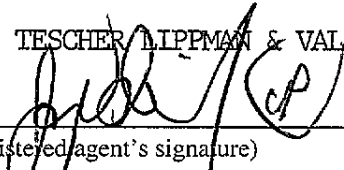
Office Address: 100 N.E. 3rd Avenue, Suite 610

Ft. Lauderdale, Florida 33301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

KIPNIS TESCHER LIPPMAN & VALINSKY, P.A.


(Registered agent's signature)

By: Jay Valinsky, Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark Antonucci

Address: 18315 49th Street North, Loxahatchee, FL 33470

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Mark Antonucci

Address: 18315 49th Street North, Loxahatchee, FL 33470

Vice President: _____

Address: _____

Secretary: Mark Antonucci

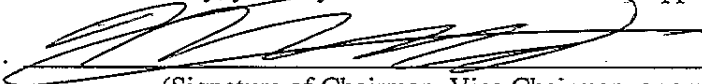
Address: 18315 49th Street North, Loxahatchee, FL 33470

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Antonucci, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "G&M INDUSTRIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1141021

010239440

DATE: 05-18-01