

F9500002545

Kay Enterprises, Inc.
560 Sylvan Avenue, Suite 1
Englewood Cliffs, New Jersey 07632
Tel. (201) 567-0300 Fax (201) 567-2052

May 17, 1995

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/19/95--01003--008
***122.50 ***122.50

Dear Sir or Madam:

W95-10641

We hereby enclose the documents necessary for the authorization of Kay Enterprises, Inc. to transact business in Florida.

Please forward our registration to:

Howard S. Kay
c/o Kay Enterprises, Inc.
560 Sylvan Avenue
Englewood Cliffs, NJ 07632

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 25 AM 8:20
25/5

We would appreciate attention to this request as soon as possible as we would like to start operations in Florida as of June 1, 1995.

Thank you.

Very truly yours,

Howard S. Kay

Howard S. Kay

enclosures:

- Combination Florida Department of State/Transmittal
- Application
- Directors & Officers
- Certificate of Good Standing
- Check \$122.50

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: KAY ENTERPRISES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Howard S. Kay

(Name of Person)

Kay Enterprises, Inc.

(Firm/Company)

560 Sylvan Avenue, Suite #1

(Address)

Englewood Cliffs, NJ 07632

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Howard S. Kay

(Name of Person)

at (201) 567 - 0300

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Kay Enterprises, Inc.

560 Sylvan Avenue, Suite 1
Englewood Cliffs, New Jersey 07632
Tel.(201) 567-0300 Fax (201) 567-2052

May 24, 1995

FAXED AND MAILED

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

Att: Mr. Lee Rivers

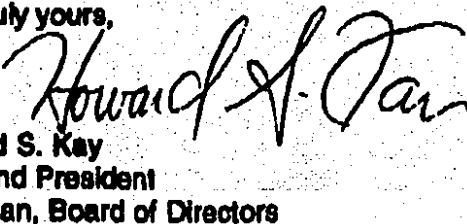
Re: #W95000010641

Dear Mr. Rivers,

Please be advised that our Board of Directors has just authorized a name change to: KAY ENTERPRISES, INC., N.J.

Please feel free to contact me if I can be of any further assistance.

Very truly yours,



Howard S. Key
CEO and President
Chairman, Board of Directors

FILED
DIVISION OF CORPORATIONS
95 MAY 25 AM 8:20

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. KAY ENTERPRISES, 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. 22-3085412
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/04/91 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2575 SOUTH OCEAN BOULEVARD, PH #S411
HIGHLAND BEACH, FL 33487
(Current mailing address)
8. INVESTOR
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: SELF MARK GAYLINN
Office Address: 7028 MANDARIN DRIVE
BOCA RATON, Florida, 33433
(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.


(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: HOWARD S. KAY
Address: 2575 SOUTH OCEAN BOULEVARD, PH #S411
HIGHLAND BEACH, FL 33487

Vice Chairman: _____
Address: _____

Director: LEANN ZAK
Address: 2575 SOUTH OCEAN BOULEVARD, PH #S411
HIGHLAND BEACH, FL 33487

Director: _____
Address: _____

B. OFFICERS

President: HOWARD S. KAY
Address: 2575 SOUTH OCEAN BOULEVARD, PH #S411
HIGHLAND BEACH, FL 33487

Vice President: LEANN ZAK
Address: 2575 SOUTH OCEAN BOULEVARD, PH #S411
HIGHLAND BEACH, FL 33487

Secretary: HOWARD S. KAY
Address: 2575 SOUTH OCEAN BOULEVARD, PH #S411
HIGHLAND BEACH, FL 33487

Treasurer: _____
Address: _____

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

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

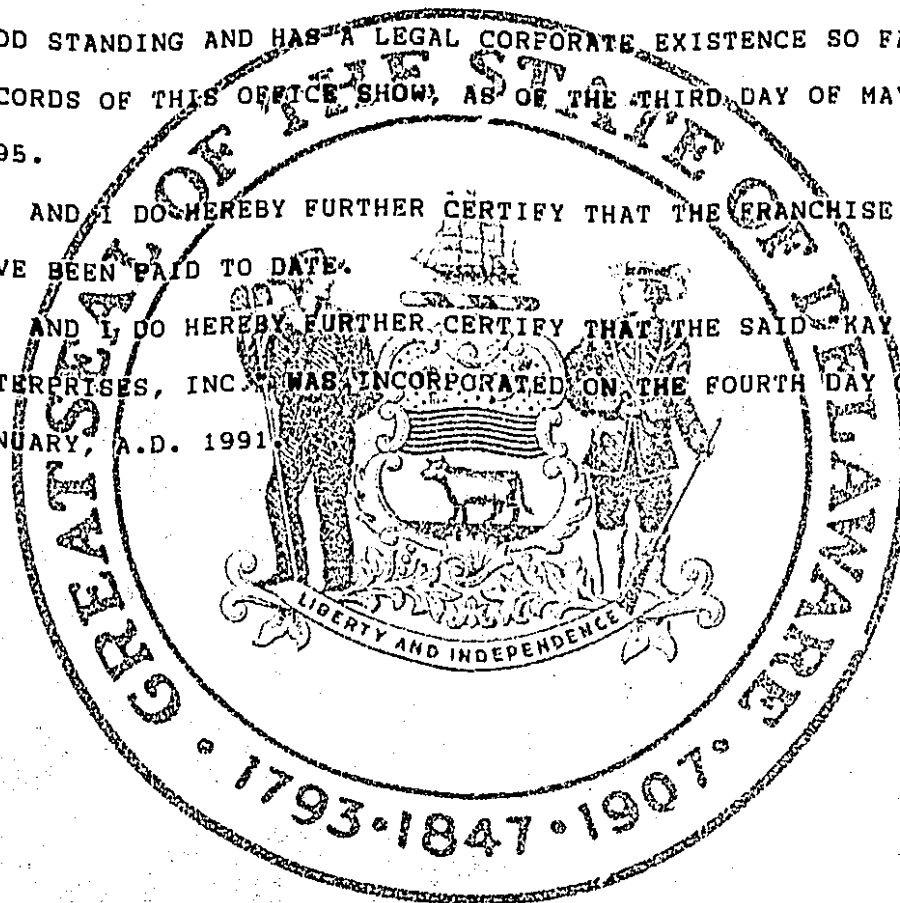
14. Howard S. Kay, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAY ENTERPRISES, 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 THIRD DAY OF MAY, A.D. 1995.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KAY ENTERPRISES, INC." WAS INCORPORATED ON THE FOURTH DAY OF JANUARY, A.D. 1991.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 25 AM 8:20



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7494244

DATE:

05-03-95