



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-221-7171
904-221-7070 FAX

800-342-0086

F9500000 3241

ACCOUNT NO. : 072100000032

REFERENCE : 598234 86901K

AUTHORIZATION : *Patricia P. Pugh*

COST LIMIT : 970.00

ORDER DATE : May 12, 1995 40000014369004

ORDER TIME : 11:32 AM

ORDER NO. : 598234

CUSTOMER NO: 86901K

100001531461
-07/07/95--01001--004
***2170.00 ***2170.00

CUSTOMER: Ms. Angie Berg - 86901k
Prentice Hall Legal &
Suite 250
1455 Response Road
Sacramento, CA 95815

FOREIGN FILINGS

NAME: JASON INTERNATIONAL, INC.

PROFIT

CORPORATE

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

WAS-10222

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

3-1-91

RECEIVED/FILED
95 MAY 12 PM 3:19
95 JUN 05 AM 11:27
DIVISION OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

May 15, 1995

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: JASON INTERNATIONAL, INC.
Ref. Number: W95000010222

We have received your document for JASON INTERNATIONAL, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that JASON INTERNATIONAL, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates March 1, 1991, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2800.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 495A00024777

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. Jason International, 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. Texas

(State or country under the law of which it is incorporated)

3. 95-3866537

(FEI number, if applicable)

4. February 9, 1983

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.1551 F.S.)

7. P.O. Box 2608

Seal Beach, CA 90740

(Current mailing address)

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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1985
FLORIDA
DEPARTMENT OF STATE
REGISTRATION
SECTION 1
REGISTRATION
TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

By: Maricia Q. Hawner, Asst. Secy.
(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.

DECLARATION OF HANK MANCINI

I, HANK MANCINI, declare as follows:

1. I am the duly appointed and acting Secretary of Jason International, Inc. I have knowledge of each of the facts set forth herein, and could and would truthfully and competently testify thereto if called as a witness.

2. Jason International, Inc. began transacting business in the state of Florida on March 22, 1992, at which time a warehouse was established within the state.

I declare under penalty of perjury under the laws of the state of California that the foregoing is true and correct, and that this Declaration was executed on June 12, 1995 at Huntington Beach, California.

Jason International, Inc.

By: Hank Mancini
Hank Mancini
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

א.ב.ג.ה

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 8001

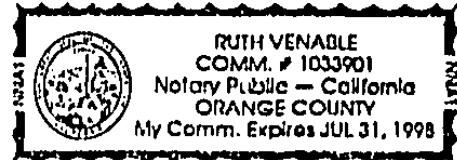
State of California

County of Orange

On June 19, 1995 before me, Ruth Venable, Notary Public
DATE NAME, TITLE OF OFFICER - E.G. "JANE DOE, NOTARY PUBLIC"

personally appeared Hank Mancini

personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Heidi Venable
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

INDIVIDUAL
 CORPORATE OFFICER

Secretary _____ TITLE(S)

PARTNER(S) LIMITED
 GENERAL

ATTORNEY-IN-FACT
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR

DESCRIPTION OF ATTACHED DOCUMENT

Declaration of business transaction's
TITLE OR TYPE OF DOCUMENT

19, 1995
DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

Jason International

SIGNER(S) OTHER THAN NAMED ABOVE

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

A. DIRECTORS

Chairman: Gerald L. Cohn
Address: 9661 Janice Circle
Villa Park, CA 92667

Vice Chairman: Michael Yale
Address: 502 Pearl St.
Laguna Beach, CA 92651

Director: Hank Mancini
Address: 16792 Talisman Ln. #302
Huntington Beach, CA 92649

Director: Harry L. Cohn
Address: 1086 Palo Verde Ave.
Long Beach, CA 90815

B. OFFICERS

President: Gerald L. Cohn
Address: 9661 Janice Circle
Villa Park, CA 92667

Vice President: Michael Yale
Address: 502 Pearl St.
Laguna Beach, CA 92651

Secretary: Hank Mancini
Address: 16792 Talisman Ln. #302
Huntington Beach, CA 92649

Treasurer: Harry L. Cohn
Address: 1086 Palo Verde Ave.
Long Beach, CA 90815

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

13.

Hank Mancini, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in Number 12 of the application.)

14.

Hank Mancini, Secretary and Director
(Typed or printed name and capacity of person signing application)

95 JUL -6 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

JASON INTERNATIONAL, INC.

were filed in this office and a certificate of incorporation was issued on
JUNE 8, 1983;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

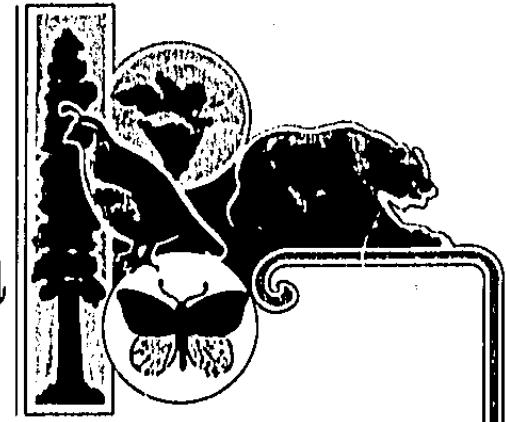
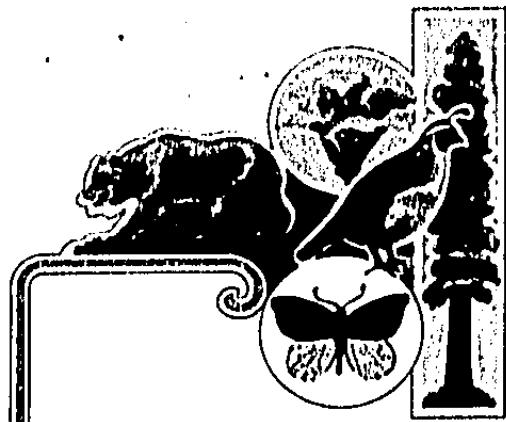
FILED
95 JUL -6 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 9, 1995.



soft
Antonio O. Garza, Jr.
Secretary of State

PH



State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 9th day of February, 1981,

JASON INTERNATIONAL CORP.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

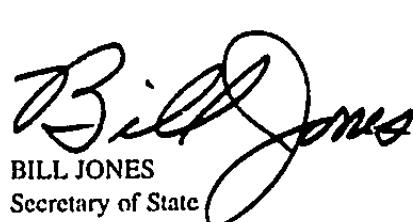
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

TEXAS
S. JONES
SECRETARY
TAX
AHASKE
JUL 6 1981
IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
3rd day of March, 1995




BILL JONES
Secretary of State