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TRANSMITTAL LETTER

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

SUBJECT: J & J Financial Services, 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 mentioned foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joan Kushay
(Name of Person)
J & J Financial Services, Inc.
(Firm/Company)
100 Quentin Roosevelt Boulevard, Suite 202
(Address)
Garden City, New York 11530
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 12 PM 12:20

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

Joan Kushay

(Name of Person)

at (516) 683-8116

Area Code & Daytime Telephone Number

300001684783
-01/10/96--01099--005
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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
408 E. Gaines St.
Tallahassee, FL 32302

MAILING ADDRESS:

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

J & J Financial Services, Inc.
100 Quentin Roosevelt Boulevard
Suite 202
Garden City, New York 11530
(516) 683-8116 (516) 683-8134-fax

January 11, 1996

Mr. Lee Rivers
Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Lee:

As per your request, I am enclosing the original Certificate of Good Standing for J & J Financial Services, Inc.

If you need any additional information, please let me know.

Sincerely,

Joan Kushay
Assistant Secretary

Enclosures

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:

J & J Financial Services, Inc.

1. (Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words
abbreviations of the 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. 11-3289981
(State or country under the laws of which it is incorporated) (FEI number, if applicable)
4. 11/2/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.)

7. 100 Quentin Roosevelt Boulevard, Suite 202

Garden City, New York 11530

(Current mailing address)

8. To provide financial services to Florida corporations.
(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: David Miller

Office Address: 401 NE Mizner Boulevard, Suite T702

Boca Raton, Florida, 33432

(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.

David Miller
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ralph WilsonAddress: P.O. Box 163 N/AMassapequa, New York 11758Director: Janice RufoAddress: 100 Quentin Roosevelt Boulevard, Suite 202Garden City, New York 11530

B. OFFICERS

President: Susan SchlapkohlAddress: 199 Shelter LaneJupiter, Florida 33469Vice President: Joan Kushay

and Assistant Secretary

Address: 100 Quentin Roosevelt Boulevard, Suite 202Garden City, New York 11530Secretary: Samuel G. Weiss

and General Counsel

Address: 30 Main StreetPort Washington, New York 11050

Treasurer: _____

Address: _____

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

13.

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

14.

Susan Schlapkohl, President

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J & J FINANCIAL SERVICES, 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 SEVENTH DAY OF NOVEMBER, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 PM 12:20



Edward J. Freel, Secretary of State

AUTHENTICATION:

2558602 8300

950257807

DATE: 7702951

11-07-95

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JJEN SERVICES, INC.

100 Quentin Roosevelt Boulevard, Suite 202, Garden City, New York 11530
(516) 683-8116, (516) 683-8134-fnx

April 4, 1996

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Ms. Thelma Lewis
State of Florida
Division of Corporations/Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

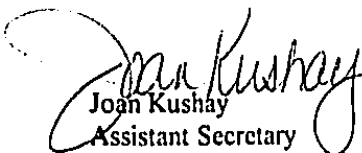
Dear Ms. Lewis:

Enclosed herewith please find Application for Amendment, Original Certificate of Amendment of Name change, Certificate of Good Standing, along with a check in the amount of \$166.25 for the following:

\$35.00 filing fee
\$105.00 for two (2) certified copies
\$26.25 for three (3) certificate of status

Please send to attached to us via federal express #12937138-2 for morning delivery. If you need any additional information, please contact me directly.

Sincerely,


Joan Kushay
Assistant Secretary

Enclosure

nc
APR 5 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -5 AM 10:14

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATION
96 APR -5 AMID: 14

(1-3 must be completed)

- (4-7 complete only the applicable changes)

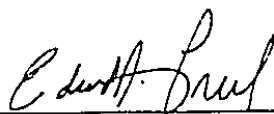
- April 4, 1996
Date
Vice President and Assistant Secretary
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "J & J FINANCIAL SERVICES, INC.", CHANGING ITS NAME FROM "J & J FINANCIAL SERVICES, INC." TO "JJFN SERVICES, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 1996, AT 1:27 O'CLOCK P.M.





Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2558602 8100

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03-18-96

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF**

J & J FINANCIAL SERVICES, INC.

J & J FINANCIAL SERVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY.

FIRST: That a meeting of the Board of Directors of J & J Financial Services, Inc. resolutions were duly adopted, setting forth proposed amendments of the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling for the submission of the proposed amendments to the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows

FIRST. The name of the corporation (hereinafter called "corporation") is:

JJFN Services, Inc.

SECOND: That thereafter, the proposed amendment to the Certificate of Incorporation of the corporation was submitted to the stockholders of said corporation pursuant to Section 225 of the General Corporation Law of the State of Delaware by Majority Consent in Lieu of Special Meeting of Shareholders, which Majority Consent was executed by shareholders holding the necessary number of shares as required by statute to adopt the amendment to the Certificate of Incorporation

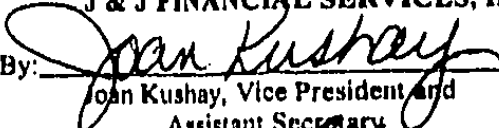
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

FOURTH. That the capital of said corporation shall not be reduced under or by reason of said amendment


IN WITNESS WHEREOF, said J & J Financial Services, Inc. has caused this certificate to be signed by Joan Kushay, its Vice President and Assistant Secretary and Janice Rufo, its Assistant Secretary, this 9th day of February, 1996.

J & J FINANCIAL SERVICES, INC.

By:


Joan Kushay, Vice President and
Assistant Secretary

By:


Janice Rufo, Assistant Secretary