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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: J & E ASSOCIATES, INC.
(Name of corporation - must include suffix)

6095-26949

300001615179
-10/19/95--01050--003
*****70.00 *****70.00

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:

PATRICE T. EMERY
(Name of Person)
J & E ASSOCIATES, INC.
(Firm/Company)
1100 WAYNE AVENUE, #620
(Address)
SILVER SPRING, MARYLAND 20910
(City, State and Zip Code)

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

HAYDN HISLOP at (301) 495 - 0400
(Name of Person) 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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 20, 1995

PATRICE T. EMERY
% J & E ASSOCIATES, INC.
1100 WAYNE AVENUE #820
SILVER SPRING, MD 20910

SUBJECT: J & E ASSOCIATES, INC.
Ref. Number: W95000020949

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We have received your document for J & E ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 return your document, along with 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 (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 095A00047293

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Patrice T. Emery, do hereby certify
that this Resolution of the Board of Directors of J & E Associates, Inc.,
a corporation duly organized and existing under the laws of ~~XXXXXX~~ the District of Columbia
was duly adopted on February 28, 19 85.

Resolved, that J & E Associates, Inc., organized
and existing in the ~~XXXXXX~~ District of Columbia, hereby adopts
name J & E Institute, Inc. for use in Florida

Dated: April 10, 1996



Signature of at least one director

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**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. J & E ASSOCIATES, 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. WASHINGTON, D.C. 3. 52-1404561
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/28/85 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 6/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 4110 SOUTHPOINT BOULEVARD, #229
JACKSONVILLE, FLORIDA 32216
(Current mailing address)

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8. REGIONAL OFFICE LOCATION
(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:

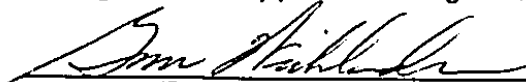
Name: GENE WICKLANDER

Office Address: 4110 SOUTHPOINT BOULEVARD, #229

JACKSONVILLE, Florida, 32216
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JOHN L. EMERY, SR.

Address: 1100 WAYNE AVENUE, #820
SILVER SPRING, MARYLAND 20910

Vice Chairman: _____

Address: _____

Director: PATRICE T. EMERY

Address: 1100 WAYNE AVENUE, #820
SILVER SPRING, MARYLAND 20910

Director: _____

Address: _____

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: JOHN L. EMERY, SR.

Address: 1100 WAYNE AVENUE, #820
SILVER SPRING, MARYLAND 20910

Vice President: PATRICE T. EMERY

Address: 1100 WAYNE AVENUE, #820
SILVER SPRING, MARYLAND 20910

Secretary: PATRICE T. EMERY

Address: 1100 WAYNE AVENUE, #820
SILVER SPRING, MARYLAND 20910

Treasurer: JOHN L. EMERY, SR.

Address: 1100 WAYNE AVENUE, #820 SILVER SPRING, MARYLAND 20910

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

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

14. PATRICE T. EMERY, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **28th** day of **FEBRUARY**, **1985**, Articles of Incorporation of:

J & E ASSOCIATES INCORPORATED

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **10TH** day of **APRIL** **1996**.

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration

Patriola E. Grays
Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

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