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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

W96-14394
B0000188568
-07/05/96--01099--008
*****78.75 *****78.75

SUBJECT: JAYS INDUSTRIES, 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:

DANA R. GOLDMAN, ESQ.
(Name of Person)
ANGELCARE HEALTH CORPORATION
(Firm/Company)
300 71ST STREET, SUITE 640
(Address)
MIAMI BEACH, FL 33141
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96.50/22 AM 11:23

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

DANA R. GOLDMAN at (305) 868-7080
(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

July 10, 1996

3ANA R. GOLDMAN, ESQ.
ANGELCARE HEALTH CORP
300 71ST ST #640
MIAMI BCH, FL 33141

SUBJECT: JAYS INDUSTRIES, INC.
Ref. Number: W96000014394

We have received your document for JAYS INDUSTRIES, INC. and your check(s) totaling \$78.75. 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 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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 996A00033564

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JAY B ZIPPER, do hereby certify
(Name)

that this Resolution of the Board of Directors of JAY'S INDUSTRIES, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on JULY 19, _____, 1996.

Be it resolved, that JAY'S INDUSTRIES, INC.
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

JAY'S INDUSTRIES OF DELAWARE, INCORPORATED for use in Florida.

Dated: JULY 19, 1996

Jay B Zipper
Signature of either Chairman, Vice Chairman or any officer

JAY B. ZIPPER

Type or print name

FILED
96 JUL 22 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

3. 13-2641204
(FBI number, if applicable)

4. 12/4/68
(Date of incorporation)

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

6. 7/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 300 71ST STREET, SUITE 640
MIAMI BEACH, FL 33141
(Current mailing address)

8. ALL LAWFUL BUSINESS
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JAY B. ZIPPER

Office Address: 300 71ST STREET, SUITE 640
MIAMI BEACH, Florida, 33141
(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.

Jay Zipper
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 AM 11:24

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: MR. SIDNEY ZIPPER

Address: 4092 BUSAIRE BLVD, BOCA RATON, FL 33496

Vice Chairman: _____

Address: _____

Director: JAY B. ZIPPER

Address: 3411 N.W. 51ST PLACE, BOCA RATON, FL 33496

Director: EDUARDO R. HERNANDO

Address: 537 MINORCA AVENUE, CORAL GABLES, FL 33134

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

President: JAY B. ZIPPER

Address: 3411 NW 51ST PLACE, BOCA RATON, FL 33496

Vice President: EDUARDO R. HERNANDO

Address: 537 MINORCA AVENUE, CORAL GABLES, FL 33134


Secretary: JAY B. ZIPPER

Address: 3411 NW 51ST PLACE, BOCA RATON, FL 33496

Treasurer: EDUARDO R. HERNANDO

Address: 537 MINORCA AVENUE, CORAL GABLES, FL 33134

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. JAY B. ZIPPER, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JAYS 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 TWELFTH DAY OF JUNE, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 11:24



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7982698

06-12-96

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