

F96000005824

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: JA-JE, Inc.
(Name of corporation - must include suffix)

700001895627--8
-11/05/96--01046--003
*****78.75 *****78.75

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:

CHRIS KEARBY
(Name of Person)

(Firm/Company)

P.O. Box 160713
(Address)

Altamonte Springs, FL 32716
(City/State/Zip)

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

Chris Kearby at (407) 620-7832
(Name of Person) (Area Code & Daytime Telephone Number)

give auth. to Lang #6
HC 11/7

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COURIER ADDRESS:

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

MAILING ADDRESS:

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

October 31, 1996

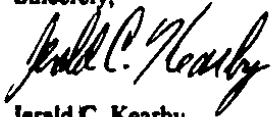
JA-JE, Inc.
P.O. Box 160713
Altamonte Springs, FL 32716-0713
(407)328-8426
(407)328-8459 Fax

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(904)487-6091

Gentlemen:

JA-JE, Inc. has resolved to utilize the name JA-JE Corporation of Texas for qualification to do business in the State of Florida. If there are any further questions, please contact me at your earliest convenience. Thank you for your attention to this matter.

Sincerely,



Jerald C. Kearby
Secretary, JA-JE, Inc.

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**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. JA-JE, 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, USA
(State or country under the law of which it is incorporated)
3. 75-2587399
(FBI number, if applicable)
4. July 29 1994
(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 817.155, F.S.))
7. P.O. Box 160713, Altamonte Springs, FL 32716-0713

(Current mailing address)

8. Real Estate Investment Services
(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: Chris Kearby

Office Address: 464 Sun Lake Circle - Suite 314
Lake Mary, Florida, 32746

(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.

Chris Kearby

(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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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: James H. Kearby

Address: 9419 Springwater

Dallas, TX 75228

Vice President: Terald C. Kearby

Address: 464 Sun Lake Circle - Suite 314

Lake Mary, FL 32746

Secretary: Terald C. Kearby

Address: 464 Sun Lake Circle - Suite 314

Lake Mary, FL 32746

Treasurer: James H. Kearby

Address: 9419 Springwater

Dallas, TX 75228

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. _____

Terald C. Kearby - Vice President

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



The State of Texas

SECRETARY OF STATE

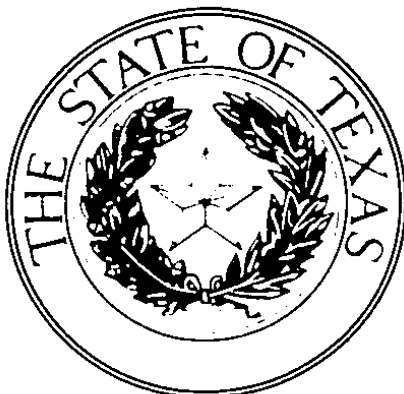
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

JA-JE, INC.
CHARTER NO. 1321238

were filed in this office and a certificate of incorporation was issued on
JULY 29, 1994;

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

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*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 October 22, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

BAM