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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MACFARLANE FERGUSON & MCMULLEN
CONTACT: ROSALYN D GIBBS
PHONE: (813)273-4261

ACCT#: 076077001654

FAX #: (813)273-4396

NAME: JOEY TECHNOLOGIES, INC.

AUDIT NUMBER.....H96000017392

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Joey Technologies, 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:

David E. Dyer
(Name of Person)

Joey Technologies, Inc.
(Firm/Company)

405 Central Avenue, Suite 400
(Address)

St. Petersburg, FL 33701
(City/State/Zip)

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

Matthew J. Foster
(Name of Person)

at (813) 273-4335
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314 H96000017392

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. Josy Technologies, 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. 59-3408740
(FEI number, if applicable)
4. October 8, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 607.153, F.S.))
7. 405 Central Avenue, Suite 400
St. Petersburg, FL 33701
(Current mailing address)
8. To engage in any lawful act or activity
(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: David F. Dyer
Office Address: 405 Central Ave., Ste. 400
St. Petersburg, Florida, 33701
(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 F. Dyer
(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

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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: David P. Dyer

Address: 1311 Brightwaters Blvd., St. Petersburg, FL 33704

Vice Chairman:

Address:

Director: Harriet Dyer

Address: 1311 Brightwaters Blvd.
St. Petersburg, FL 33704

Randall E. Bukowski

4197 13th Lane, NE
St. Petersburg, FL 33703

Director: James L. Connolly

Address: 2060 Michigan Ave, NE
St. Petersburg, FL 33703

J. Richard McClure

425 20th Ave., NE
St. Petersburg, FL 33704

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

President: James L. Connolly

Address: 2060 Michigan Ave, NE
St. Petersburg, FL 33703

Executive Vice President: Randall E. Bukowski

Address: 4197 13th Lane, NE
St. Petersburg, FL 33703

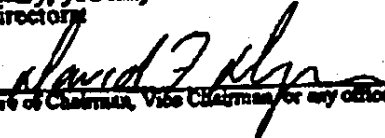
Secretary: Harriet Dyer

Address: 1311 Brightwaters Blvd.
St. Petersburg, FL 33704

Treasurer: Harriet Dyer

Address: 1311 Brightwaters Blvd.
St. Petersburg, FL 33704

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. David P. Dyer
(Typed or printed name and capacity of person signing application)

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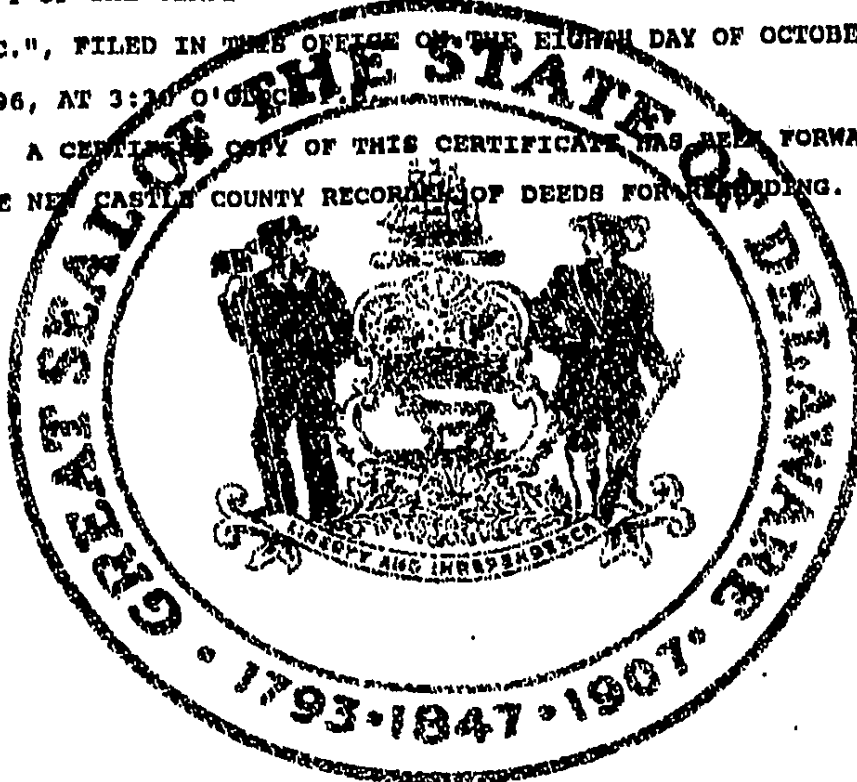
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State of Delaware
Office of the Secretary of State

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 INCORPORATION OF "JOEY TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE EIGHTEEN DAY OF OCTOBER, A.D. 1996, AT 3:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDS OF DEEDS FOR RECORDING.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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