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JACOB & WEINGARTEN

PROFESSIONAL CORPORATION

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*ALSO ADMITTED IN FLORIDA
**ADMITTED IN FLORIDA ONLY

December 1, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/12/97-01018-009
*****70.00 *****70.00

W97-27822

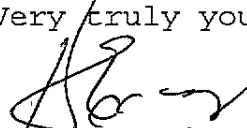
Dear Sir/Madam:

Please authorize and register HKJAX Consulting, Inc., as a foreign corporation, to transact business in Florida. I have enclosed a check in the amount of \$70.00 to cover all filing and registered agent designation fees. Please forward all correspondence and/or acknowledgements to :

Harry M. Eisenberg
Jacob & Weingarten
2301 W. Big Beaver Rd. Ste. 777
Troy, MI 48084

If you have any further questions or comments concerning this matter, please do not hesitate to contact me.

Very truly yours,


Harry M. Eisenberg

P.S. Please return a file-stamped copy of the Application to me.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 12, 1997

HARRY M. EISENBERG
JACOB & WEINGARTEN
2301 W. BIG BEAVER RD., STE 777
TROY, MI 48084

SUBJECT: HKJAX CONSULTING, INC.
Ref. Number: W97000027822

We have received your document for HKJAX CONSULTING, 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):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 697A00058611

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DIVISION OF CORPORATIONS
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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. HKJAX Consulting, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Michigan

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

3. December 04, 1996

(Date of Incorporation)

4. Perpetual

(Duration)

5. 38-3323467

(Federal Employer Identification number, if applicable)

6. December 03, 1997

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2301 W. Big Beaver Road Ste. 777 Troy, MI 48084

(Current mailing address)

8. Consulting

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Jack H. Schechter

Address: 2301 W. Big Beaver Rd. Ste. 777

Troy, MI 48084

Vice Chairman: _____

Address: _____

Director: Same

Address: _____

Director: _____

Address: _____

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B. Officers:

President: Jack H. Schechter

Address: 2301 W. Big Beaver Rd. Ste. 777
Troy, MI 48084

Vice President: _____

Address: _____

Secretary: Same

Address: _____

Treasurer: Same

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Peter A. Nathan

Office Address: 1555 Palm Beach Lakes Blvd., Ste. 777

West Palm Beach

, Florida

33401

Zip Code

11. 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: _____

Peter A. Nathan

12. 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.

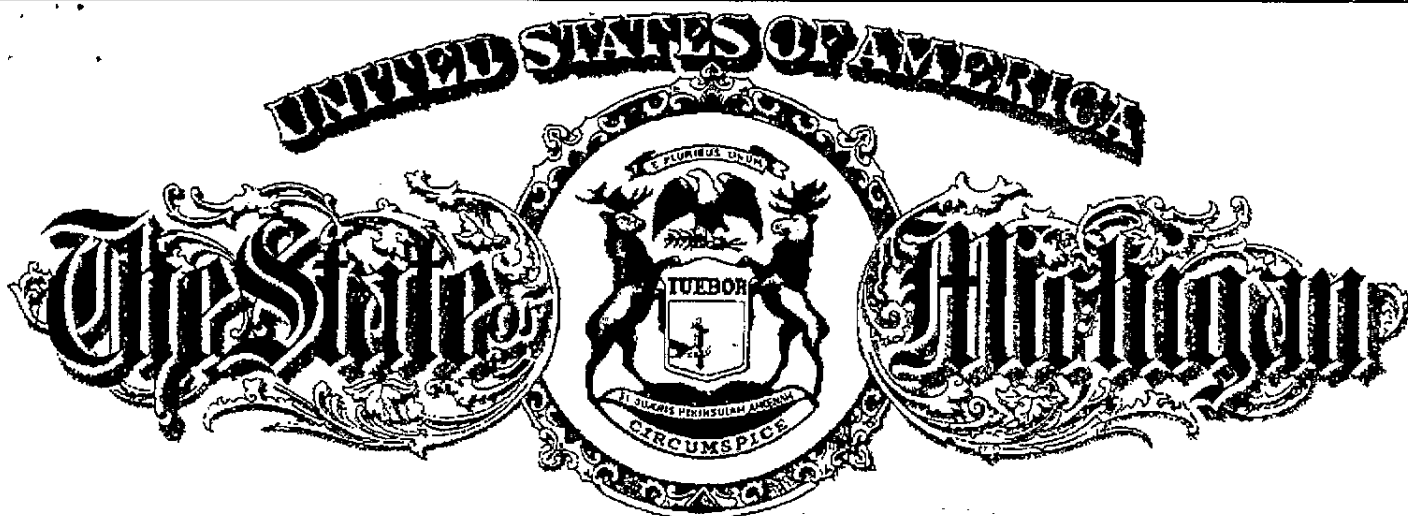
13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jack H. Schechter, Director

(Name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

HKJAX CONSULTING, INC.

was validly incorporated on December 4, 1996, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of December, 1997.

Julie Croll

, Director

173 0342001

Corporation, Securities and Land Development Bureau

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