

F98000001696

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Arjay Enterprises of Florida Incorporated
(Name of corporation - must include suffix)

600002468626--7
-03/26/98--01010--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:

Ronald J. Cantwell

(Name of Person)

Arjay Enterprises of Florida Incorporated

(Firm/Company)

1717 N. Bayshore Drive # 2331

(Address)

Miami Florida 33132-1160

(City/State/Zip)

~~498-6559~~

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

Ronald J. Cantwell

(Name of Person)

at (305) 377-9613

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 1:45

3/25

*gave with to change
resolution to "of Nevada"
3/25*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Ronald J. Cantwell, do hereby certify
that this Resolution of the Board of Directors of Arjay Enterprises Inc.

a corporation duly organized and existing under the laws of the State of Nevada
was duly adopted on March 12th, 1998.

Resolved, that Arjay Enterprises Inc., organized
and existing in the State of Nevada, hereby adopts the
name Arjay Enterprises of Nevada Inc.
for use in Florida.

Dated: March 12th 1998

Ronald J. Cantwell
Signature of at least one director

Patricia A. Cantwell V. President/Director

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INHS19(3/95)

**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. Arjay Enterprises, 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. Nevada 3. 91-1884527
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 23rd, 1997 5. 2022
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business has been transacted by this corporation as of this date
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1717 N. Bayshore Drive # 2331
Miami Florida 33132-1160
(Current mailing address)

8. Management and research
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Ronald J. Cantwell

Office Address: 1717 N. Bayshore Drive # 2331
Miami, Florida, 33132-1160
(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.

Ronald J. Cantwell
(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. *(See attached letter)*

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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: Ronald J. Cantwell

Address: 1717 N. Bayshore Drive # 2331

Miami Florida 33132-1160

Vice Chairman: Patricia M. Cantwell

Address: 1717 N. Bayshore Drive # 2331

Miami Florida 33132-1160

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Ronald J. Cantwell

Address: 1717 N. Bayshore Drive # 2331

Miami Florida 33132-1160

Vice President: Patricia M. Cantwell

Address: 1717 N. Bayshore Drive # 2331

Miami Florida 33132-1160

Secretary: Ronald J. Cantwell

Address: 1717 N. Bayshore Drive # 2331

Miami Florida 33132-1160

Treasurer: Patricia M. Cantwell

Address: 1717 N. Bayshore Drive # 2331

Miami Florida 33132-1160

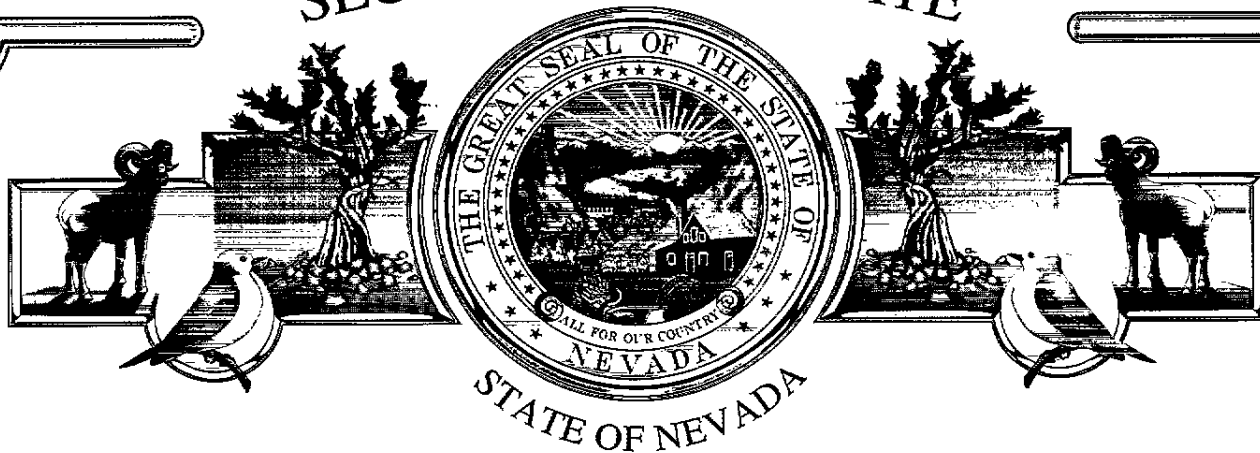
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ronald J. Cantwell President & Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald J. Cantwell

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ARJAY ENTERPRISES, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 23, 1997 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on March 24, 1998.



Dean Heller
Secretary of State

By

Laura Hayes
Certification Clerk

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