



THE UNITED STATES
CORPORATION
COMPANY

980000001876

ACCOUNT NO. : 072100000032

REFERENCE : 756731 139709A

AUTHORIZATION

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : March 26, 1998

ORDER TIME : 12:09 PM

ORDER NO. : 756731-005

CUSTOMER NO: 139709A

CUSTOMER: Richard R. Blakeman, Esq
Gersen, Wood & Blakeman LLP
Suite 801, The Center
5355 Town Centre Road
Boca Raton, FL 33486

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 PM 4:15

FOREIGN FILINGS

700002469417--9

W98-6775

NAME: EH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

5/11

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98 MAR 26 PM 1:07
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

CSC

SUBJECT: EH, INC.
Ref. Number: W98000006775

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned 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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00016314

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98 APR -1 PM 4:07
DIVISION OF CORPORATION

RESOLUTION OF THE BOARD OF DIRECTORS OF EH, INC.

I, the undersigned, Edward A. Haymes, do hereby certify that this Resolution of the Board of Directors of EH, Inc., a corporation duly organized and existing under the laws of the State of New Jersey, was adopted on March 27, 1998.

Resolved, that EH, Inc., organized and existing in the State of New Jersey, hereby adopts the name EHaymes, Inc. for use in Florida.

Dated: April 1, 1998



Edward A. Haymes, Director

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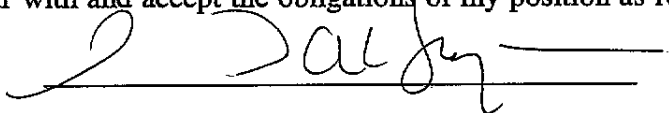
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. EH, 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 as present.)
2. New Jersey 3. 22-3093571
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 20, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. Will cease to exist or "perpetual")
6. April 1, 1998
(Date first transacted business in Florida (See Sections 607.1501, 607.1502 and 817.155 F.S.))
7. 7108 Queenferry Circle
Boca Raton, FL 33496
(Current mailing address)
8. Any lawful activity under the New Jersey Corporation Act
(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: Edward A. Haymes
- Office Address: 7108 Queenferry Circle
Boca Raton, Florida, 33496
(Zip Code)

10. Registered agent's acceptance:

Having been named as a 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.



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: Edward A. Haymes

Address: 7108 Queenferry Circle, Boca Raton, FL 33496

Vice Chairman: _____

Address: _____

Director: Edward A. Haymes

Address: 7108 Queenferry Circle, Boca Raton, FL 33496

Director: _____

Address: _____

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

President: Adele Haymes

Address: 7108 Queenferry Circle, Boca Raton, FL 33496

Vice-President: Edward A. Haymes

Address: 7108 Queenferry Circle, Boca Raton, FL 33496

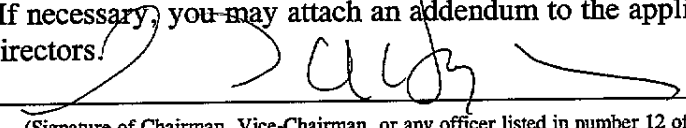
Secretary: Bruce A. Haymes

Address: 444 East 82nd Street, New York, NY 10028

Treasurer: Edward A. Haymes

Address: 7108 Queenferry Circle, Boca Raton, FL 33496

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. Edward A. Haymes, Chairman
(Type or printed name and capacity of person signing application)

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

EH, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on February 20, 1991.

As of the date of this certificate, said business continues as an active business in the State of New Jersey. Annual Reports are outstanding for the following year(s):
1997

I further certify that the registered agent and registered office are:

*Edward A Haymes
124 Rumson Rd
Rumson, NJ 07760*

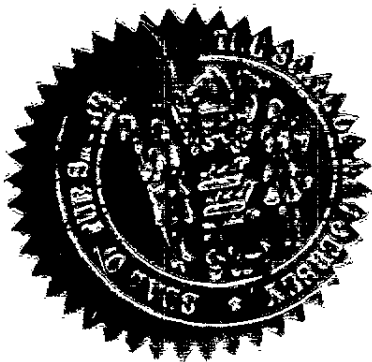
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DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

EH, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
18th day of March, 1998

Lonna R Hooks

LONNA R HOOKS
Secretary of State

98 MAR 26 PM 4: 15

DIVISION OF CORPORATIONS