

F98000007063

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: JJS HOLDING CO., INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

700002677407--8
-11/02/98--01017--004
*****78.75 *****78.75

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:

SANDI JANKOWSKI

(Name of Person)

STAVOLA LEGAL DEPT.

(Firm/Company)

P.O. BOX 482

(Address)

RED BANK, NJ 07701

(City/State/Zip)

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

SANDI JANKOWSKI

(Name of Person)

at (732) 542-2552, EXT. 224

(Area Code & Daytime Telephone Number)

STREET 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

12/29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 1:29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

SANDI JANKOWSKI
STAVOLA LEGAL DEPT.
PO BOX 482
RED BANK, NJ 07701

SUBJECT: JJS HOLDING CO., INC.
Ref. Number: W98000024771

We have received your document for JJS HOLDING CO., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 598A00053401



STAVOLA

EXECUTIVE OFFICE

Hamilton Rd.
Tinton Falls, NJ
732-542-2528
Fax 732-389-6083

ADDRESS REPLY

P.O. 482
Red Bank, NJ 07701

December 24, 1998

Via Federal Express

Hart Collins, Senior Corporate
Section Administrator
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: JJS Holding Co., Inc.
Ref. No. W98000024771

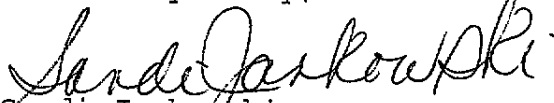
Dear Mr. Collins:

Enclosed is copy of November 2, 1998, letter for your reference as well as original first page of Application By Foreign Corporation for Authorization to Transact Business in Florida which you returned with your correspondence.

Also enclosed is Affidavit of James Stavola which is being submitted to the Division of Corporations in accordance with your letter.

Please advise the undersigned if there is additional information you require in order to complete the filing of the applications on behalf of JJS Holding Co., Inc. and JJS Asset Partners, L.P.

Yours very truly,


Sandi Jankowski

Encl.
:JJS.1:

cc: Thomas Stavola - w/encl.

STATE OF NEW JERSEY)
)
COUNTY OF MONMOUTH)

SS.:

AFFIDAVIT

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DIVISION OF CORPORATIONS
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JAMES STAVOLA of full age, being duly sworn according to law, upon his oath deposes and says:

1. I am President of JJS Holding Co., Inc., a corporation of the State of New Jersey. JJS Holding Co., Inc. is the general partner of JJS Asset Partners, L.P., a limited partnership of the State of Georgia.

2. An Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of JJS Holding Co., Inc. was forwarded for filing to the Florida Department of State on October 26, 1998. A copy of the Application is annexed hereto as Exhibit A.

3. I have reviewed Section 607.1501 of the Florida Statutes. I find that erroneous information was listed on the application in answer to question number 6 in which it is indicated that the corporation first transacted business in Florida on March 28, 1997.

4. On March 20, 1997, I conveyed my record interest in property known as Lot 5, Block 2 and Lot 7, Block 2, Dania, Broward County, Florida, to JJS Asset Partners, L.P. The Deed was recorded on March 28, 1997, with the Broward County Clerk. A copy of the Deed is annexed hereto as Exhibit B.

5. The recording date of the Deed was erroneously indicated as the date the corporation first transacted business in Florida.

6. JJS Asset Partners, L.P. is the owner of the real estate but has not engaged in any activity regarding the property in the capacity of owner. Lease Agreements covering the property are in the name of James Stavola and all rental income and expense have been received or incurred solely by James Stavola. Neither the lease agreements nor any rental income have been assigned to or received by JJS Asset Partners, L.P. or JJS Holding Co., Inc.

7. Based on the foregoing, JJS Holding Co., Inc., the general partner of JJS Asset Partners, L.P., owner of the above referenced real property is the owner, without more, of real or

personal property and thus has not transacted business within the State of Florida under the provisions of the Florida Statutes, Section 607.1501, subsection (2) (m).

Sworn & subscribed to
before me this 18th day
of December, 1998.

Ruth A. Jankowski
Ruth A. Jankowski
Notary Public of NJ

RUTH A. JANKOWSKI
A Notary Public of New Jersey
My Commission Expires 03/11/2001

James Stavola
JAMES STAVOLA

**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. JJS HOLDING CO., 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. NEW JERSEY 3. 22-3457207
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JULY 3, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 28, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 79 OAKHILL ROAD, RED BANK, NJ 07701

(Current mailing address)

8. To act as a general partner of JJS Asset Partners, L.P. which owns real estate in
Florida and which will ultimately enter into leases.
(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: ALVIN C. MARTIN

Office Address: 2000 GLADES ROAD, SUITE 306

BOCA RATON, Florida, 33431
(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.



(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: JAMES J. STAVOLA, SR.

Address: 79 OAKHILL ROAD

RED BANK, NJ 07701

Director: _____

Address: _____

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

President: JAMES J. STAVOLA, SR.

Address: 79 OAKHILL ROAD

RED BANK, NJ 07701

Vice President: JAMES STAVOLA, JR.

Address: 79 OAKHILL ROAD

RED BANK, NJ 07701

Secretary: THOMAS STAVOLA

Address: 79 OAKHILL ROAD

RED BANK, NJ 07701

Treasurer: PETER STAVOLA

Address: 79 OAKHILL ROAD

RED BANK, NJ 07701

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. THOMAS STAVOLA, SECRETARY

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

JJS HOLDING CO., INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on July 3, 1996.*

*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

1998

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

James J Stavola Sr
79 Oakhill Rd
Red Bank, NJ 07701

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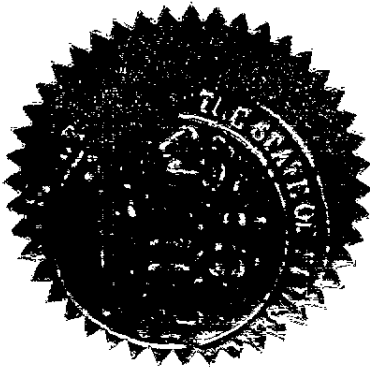
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DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

JJS HOLDING CO., INC.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of October, 1998



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer