

P010000110096

Genie S. Shannahan
PO Box 215
San Mateo, Florida 32187
November 9, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

500004684135--4
-11/15/01--01064--002
*****70.00 *****70.00

Re: JAY-GEN & ASSOCIATES, INC.


Dear Sir:

I am enclosing the original and one copy of the Articles of Incorporation for JAY GEN & ASSOCIATES, INC., a Florida corporation, with the Resident Agent's appointment included.

A check in the amount of \$70.00 to cover the filing fee is enclosed.

I would appreciate your issuing the Charter for this corporation at your earliest convenience, and returning a copy of it to me at the above address.

Very truly yours,



Genie S. Shannahan

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01 NOV 15 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps
11/16/01

ARTICLES OF INCORPORATION

OF

JAY-GEN & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge the Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida in accordance with the Florida General Corporation Act.

ARTICLE I

The name of the corporation is JAY-GEN & ASSOCIATES, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

The corporation shall have authority to issue seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Every shareholder shall have a preemptive right to acquire pro-rata additional shares when issued or authorized, including treasury shares.

ARTICLE VI

The address of the initial registered office of the corporation in the State of Florida is 244 Tropic Avenue, San Mateo, Putnam County, Florida 32187; and the name of its initial registered agent at such address is Genie S. Shannahan. The principal office of the corporation and the office of the Registered Agent are both located at 244 Tropic Avenue, San Mateo, Putnam County, Florida 32187.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one (1). The numbers of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by its shareholders, but the number of Directors shall never be less than one (1). The name and address of the person who is to serve as Director until the first meeting of its shareholders, or until her successor be elected and qualified, is:

Name

Address

Genie S. Shannahan 244 Tropic Avenue, San Mateo, Florida 32187.

ARTICLE VIII

The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1954, and its various amendments; and the directors, officers and shareholders of the corporation are authorized to adopt such a plan.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

The name and address of the incorporator are:

Name

Address

Genie S. Shannahan 244 Tropic Avenue, San Mateo, Florida 32187.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this 13th day of Nov., 2001.


Genie S. Shannahan (SEAL)

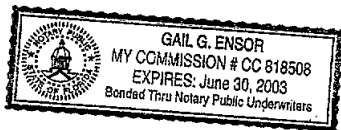
STATE OF FLORIDA


COUNTY OF PUTNAM

I, Gail G. Ensor, a Notary Public in and for
aforementioned County and State, do hereby certify that GENIE S. SHANNAHAN
personally appeared before me this day and acknowledged the due execution of the
foregoing Articles of Incorporation.

FDL S 550-292-61-511-0

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
notarial seal this 13 day of November 2001.



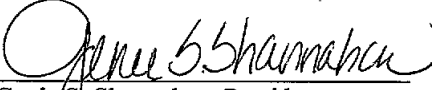

Notary Public

My commission expires: 6/30/03

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

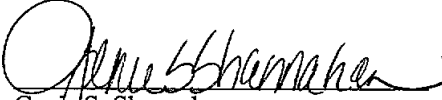
In compliance with section 48.091, Florida Statutes, the following is submitted:

First, that JAY-GEN & ASSOCIATES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 244 Tropic Avenue, San Mateo, Putnam County, Florida 32187, has named Genie S. Shannahan as its agent to accept service of process within Florida.


Genie S. Shannahan, President

Date: 11/13/01

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to complete performance of my duties.


Genie S. Shannahan

Date: 11/13/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA