

CAPITAL CONNECTION

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From:

Account Name : YOUR CAPITAL CONNECTION, INC.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

J.W. Kane, Inc.

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CAPITAL CONNECTION

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- * admitted to practice in New York only
- * admitted to practice in New York and Florida
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OF COUNSEL

RICHARD H. MARGOLIN *

June 20, 2005

VIA FACSIMILE: (850) 245-6804

Beth Register
Document Specialist Supervisor
Florida Department of State
Secretary of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Re: J. W. Kane, Inc., A Florida for Private Corporation Administratively Dissolved

Dear Beth,

It was a pleasure speaking with you a few moments ago. In accordance with our telephone discussion this date enclosed herewith is a courtesy copy of the affidavit of Jeff W. Kane previously signed, dated and notarized. In addition to the matters set forth in the affidavit of Jeff W. Kane this shall confirm that Jeff W. Kane has elected to assign the name "J.W. Kane, Inc." to a new corporation that he is about to incorporate in the state of Florida.

This letter is transmitted to you in my capacity as counsel for Jeff W. Kane. If possible please contact me upon receipt to confirm that this is sufficient because we want to commence the new incorporation process for J.W. Kane, Inc.

Thank you so much for your courtesy and cooperation.

Respectively submitted,

Peter W. Margolin

PWM/lmr
Encl: 1
cc: Jeff W. Kane (via facsimile: 561-627-1099)
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RE: J.W. KANE, INC., A FLORIDA CORPORATION

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, personally appeared JEFF W. KANE after being first duly cautioned and sworn, JEFF W. KANE did depose and affirmatively state as follows:

1. That my name is Jeff W. Kane.
2. That sometimes I am known as Jeffrey W. Kane.
3. That I am over the age of 18 and sui juris.
4. My principal residence is located at 118 Yacht Club Drive, Apt. No. 7, North Palm Beach, Florida 33408.
5. That I am the sole director, officer and stockholder of J.W. Kane, Inc., a Florida For Profit Corporation, which was administratively dissolved for failure to file an Annual Report back on or about 10/01/04.
6. That as the sole former director, officer and stockholder of J.W. Kane, Inc., I have no intention of ever reinstating J.W. Kane, Inc. as a Florida For Profit Corporation in good standing.
7. That as the sole former director, officer and stockholder of J.W. Kane, Inc., a Florida For Profit Corporation, which has been administratively dissolved, I affirmatively state that I have no intent to ever reinstate J.W. Kane, Inc. and therefore, I release all rights, entitlements and/or privileges with reference to the name "J.W. Kane, Inc."
8. That in my capacity as the sole former director, officer and stockholder of J.W. Kane, Inc., a Florida For Profit Corporation, which had been administratively dissolved, I not only certify and ratify that I have no intent to ever reinstate J.W. Kane, Inc., but I further state and ratify that I release the name "J.W. Kane, Inc." and it may be utilized again in connection with the incorporation of another corporate entity.
9. That I authorize the State of Florida and the Division of Corporations to act in accordance with the content of this Affidavit and to rely upon my statement that I have no intent to ever reinstate J.W. Kane, Inc. and that I release all rights, entitlements and/or privileges with reference to the name "J.W. Kane, Inc." and also on

FURTHER AFFIANT SAYETH NOT:

Jeff W. Kane
Jeff W. Kane (a/k/a Jeffrey W. Kane)

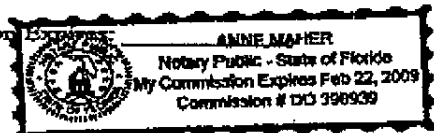
Sole Director, Officer and Stockholder of J.W. Kane, Inc., a Florida For Profit Corporation, administratively dissolved

I HEREBY CERTIFY that on this 7 day of June 2005, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgements, personally appeared JEFF W. KANE (a/k/a JEFFREY W. KANE), to me personally known to be the person described, or who identified himself by producing a valid State of Florida Driver's. This document was executed as the free and voluntary act and deed of JEFF W. KANE (a/k/a JEFFREY W. KANE), for the purpose expressed and JEFF W. KANE (a/k/a JEFFREY W. KANE), did/did not take an oath.

Notary Public

Name

My Commission Expires



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ARTICLES OF INCORPORATION**OF****J.W. Kane, Inc.****FILED**
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **J.W. Kane, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **118 Yacht Club Drive, No. 7, North Palm Beach, Florida 33408.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having no par value.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jeffrey W. Kane, 118 Yacht Club Drive, No. 7, North Palm Beach, Florida 33408.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The corporation will reimburse the stockholders for their reasonable and necessary medical expenses.

ARTICLE VII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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ARTICLE VI: OFFICERS AND DIRECTORS

The name and address of the initial Board of directors is **Jeff W. Kane, 118 Yacht Club Drive, No. 7, North Palm Beach, Florida 33408.**

The undersigned has executed these Articles of Incorporation this 22nd day of June 2005. Your Capital Connection, Inc., by Stacey Piland, Client Representative

Stacey Piland

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: J.W. Kane, Inc. 118 Yacht Club Drive, No. 7, North Palm Beach,
Florida 33408

2. The name of the registered agent is: 118 Yacht Club Drive, No. 7, North Palm Beach,
Florida 33408
Jeffrey W. Kane

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JEFFREY W. KANE

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