

P34035

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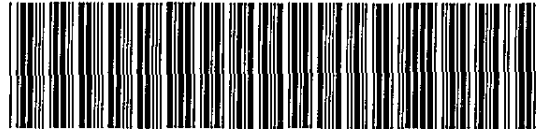
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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CHERNESKY, HEYMAN & KRESS P.L.L.

ATTORNEYS AT LAW

10 COURTHOUSE PLAZA SW, SUITE 1100

DAYTON, OHIO 45402

P.O. BOX 3808

DAYTON, OHIO 45401-3808

937/449-2800

WRITER'S DIRECT DIAL

937/449-2844

WRITER'S FAX

937/463-4947

WRITER'S E-MAIL

mhewitt@chklaw.com

WEBSITE

www.chklaw.com

April 26, 2005

VIA FEDERAL EXPRESS

Ms. Tina Roberts, Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

In re: Letter No. 205A00017654
J.Y., Inc.
Document Number P34035
Cross Reference Matrix Systems, Inc.

Dear Ms. Roberts:

In response to your March 15, 2005 correspondence, a copy of which is enclosed, and on behalf of our above-referenced client, enclosed are the original and two copies of a Corporation Reinstatement Form. Also enclosed is our client's check in the amount of \$1,058.75 representing the reinstatement fee and the fee to issue a Certificate of Status. Additionally, enclosed is an original Certified Resolution adopting the name "JYY Matrix Systems, Inc." for use within the State of Florida. Finally, enclosed is our check in the amount of \$35.00 representing the fee to file the Certified Resolution.

Please return the date-stamped copies and the Certificate of Status to us in the self-addressed Federal Express package provided for your convenience in responding.

If you have any comments or questions, please feel free to contact me at the number above. Thank you for your assistance in this matter.

Very truly yours,



Mary Beth Hewitt
Paralegal

MBH/cer/10200

Enclosures

c: Mr. John W. Schomburg (w/enclosures)
Jo Ann Beckmann, CPA (w/enclosures)
Richard A. Broock, Esq.

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MATRIX SYSTEMS, INC.

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CERTIFIED RESOLUTION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Richard A. Broock, hereby certifies that he is the duly elected, qualified and acting Assistant Secretary of **Matrix Systems, Inc.**, an Ohio corporation (the "Corporation"), and that the following recitals and resolutions were duly authorized and approved by unanimous written consent of the directors of the Corporation, dated as of March 31, 2005; that said resolutions are in full force and effect as of the date hereof and have not been amended, modified, altered or rescinded:

WHEREAS, the Corporation qualified to transact business in the State of Florida on May 22, 1991 under the fictitious name of J.Y., Inc.;

WHEREAS, the Corporation's qualification was revoked as of October 27, 2003 for failure to timely file its annual report and the name J.Y., Inc. is no longer available for use in Florida;

WHEREAS, the Corporation intends to reinstate its qualification to transact business in the State of Florida under the fictitious name of "JYY Matrix Systems, Inc.";

NOW, THEREFORE, BE IT RESOLVED that the Corporation be, and it hereby is, authorized to adopt the fictitious name "JYY Matrix Systems, Inc." for use in the State of Florida.

FURTHER RESOLVED, that the officers of the Corporation be, and each of them individually hereby is, authorized and directed on behalf of the Corporation to execute and deliver, any and all such documents, agreements, certificates and instruments of writing and to perform any and all such other actions necessary, desirable or appropriate to consummate the intent of these resolutions; and the adoption of the fictitious name "JYY Matrix Systems, Inc." for use in the State of Florida, the execution and delivery of any and all such documents, agreements, certificates and instruments of writing and the performance of any and all such other actions shall be conclusive evidence that the same have been authorized by these resolutions and shall be binding upon the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 26th day of April, 2005.



Richard A. Broock
Assistant Secretary