

GERALD WEINBERG INC.

90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

P95000034224 26 1995

Division of Corporations
Annual Reports
Post Office Box 1500
Tallahassee, Florida 32302

Re: J.C. FEDERAL HIGHWAY FL, INC.

Enclosed herein please find the Articles of Incorporation for the above named Florida entity and the Certificate of Designation of Registered Agent/Registered Office. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$281.70.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

600001481546
-05/09/95--01130--005
*****70.00 *****70.00

95 APR 27
returned
check
5/5
Fed Exp

5/5

GERALD WEINBERG INC.

90 State Street
Albany, New York 12207

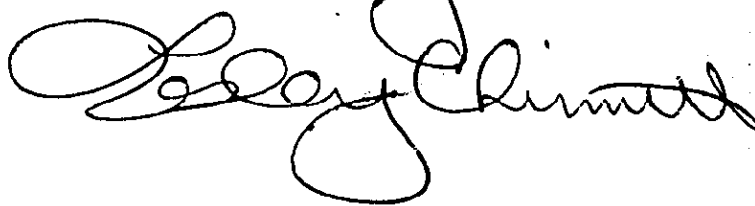
Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

Sharon Tala:

As per your telephone conversation with Larry Kirsch on May 4th, 1995; here is the correct amount for the check to incorporate "J.C. Federal Highway A., Inc." Thank you for your co-operation. Enclosed is a Fed X Return envelope and air Bill for your convenience.

Thank-you -



ARTICLES OF INCORPORATION

OF

J.C. FEDERAL HIGHWAY FL, INC.

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

ARTICLE I NAME

The name of the corporation is:

J.C. FEDERAL HIGHWAY FL, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence of until his successor is elected, is:

Harley Greenfield
1725 York Avenue
New York, New York 10028

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

7079 Woodbridge Court
Boca Raton, Florida 33434

95 APR 27 11 33 AM '68
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Bernard Wincig
574 Fifth Avenue
New York, New York 10036

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of April, 1995.


BERNARD WINCIG

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged and sworn to me before this 18th day of April, 1995, by the incorporator of J.C. FEDERAL HIGHWAY FL, INC.


Notary Public

AMY I. DON
NOTARY PUBLIC, State of New York
No 02-DO5006025
Qualified in: Queens County 96
Commission Expires December 21, 1996

H:\HOME\WPDOC\FORMS\INCRP\CERTINC.FL

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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.C. FEDERAL HIGHWAY FL, INC.
2. The name and address of the registered agent and office is:

BARBARA HAAR SNEIDER
7079 Woodbridge Court
Boca Raton, Florida 33434

Having 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.

SIGNATURE: Barbara Haar Snider
BARBARA HAAR SNEIDER

DATE: 4/25/95

95 APR 27 PM 2:36
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE