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OF COUNSEL  
JACK M. COE

January 22, 1996

Via Federal Express

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

700001699627  
-01/26/96--01098--015  
\*\*\*122.50 \*\*\*122.50

Re: Jayco, Inc.

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for the above-named corporations together with our check in the amount of \$122.50 as your filing fee. Please return a filed stamped copy of the Articles to our offices in the enclosed self-addressed stamped return envelope. Thank you for your speedy cooperation with this matter.

Sincerely,

SILVER & GARVETT, P.A.

  
LOIDA E. CASAL, Legal Assistant to  
SCOTT A. SILVER

/lec

Enclosures

AL JAN 30 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 8:57

FILED  
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DIVISION OF CORPORATIONS

96 JAN 26 AM 8:57

**ARTICLES OF INCORPORATION  
OF  
JAYCO CORP.**

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is Jayco Corp.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have at any time shall be 750 shares, having a One Dollar (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purposes, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than Seven Hundred Fifty (\$750.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office, and the name of the initial registered agent at such address is as follows:

Scott A. Silver, Esq.  
SILVER & GARVETT, P.A.  
One Grove Villa  
3350 S.W. 27th Avenue  
Coconut Grove, FL 33133

SEVENTH: The number of directors constituting the initial board of directors is one (3).

EIGHT: The name and post office address of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

Directors: JACQUELINE TAKO  
YORAM IZHAK  
ABRAHAM BAROUKH

NINTH: The name and the post office address of the incorporator is:

Scott A. Silver, Esq.  
One Grove Villa  
3350 S.W. 27th Avenue  
Coconut Grove, FL 33133

TENTH: The name and post office address of the principal corporate officer which is also the corporation's principal office and mailing address is:


490 West 18th Street  
Hialeah, Florida 33010

ELEVENTH: In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and lien by the property and franchises of this corporation.

TWELFTH: Cumulative voting may be permitted by the terms of the by-laws:

IN WITNESS WHEREOF, the party hereto has set his hand and seal this  
19 day of January, 1996.

  
SCOTT A. SILVER  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

BE IT REMEMBERED, that on this day personally appeared, before me, SCOTT A. SILVER party to the foregoing Articles of Incorporation to be the act and deed of the signers, and that the facts therein states are truly set forth.

STATE OF FLORIDA)  
COUNTY OF DADE )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

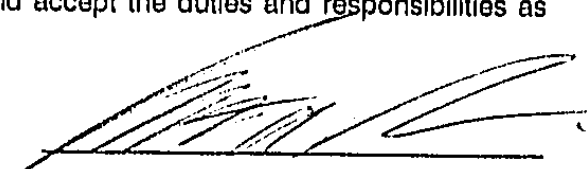
96 JAN 26 AM 8:57

SWORN TO AND SUBSCRIBED before me this 19/1 day of January,  
1996 by SCOTT A. SILVER who is personally known to me or has produced  
\_\_\_\_\_ as identification.



LOIDA E. CASAL  
Notary Public,  
State of Florida  
Commission No.: CC 380956  
My Commission Expires: 6/14/98

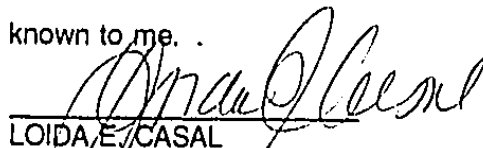
I HEREBY am familiar with and accept the duties and responsibilities as  
registered agent for said corporation.



SCOTT A. SILVER, Registered Agent for  
JAYCO CORP.

STATE OF FLORIDA)  
COUNTY OF DADE )

SWORN TO AND SUBSCRIBED before me this 19/1 day of January,  
1996 by SCOTT A. SILVER, who is personally known to me. .



LOIDA E. CASAL  
Notary Public,  
State of Florida  
Commission No.: CC 380956  
My Commission Expires: 6/14/98