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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MICHAEL J. FREEDMAN, P.A.
CONTACT: LINDA M MICHAELS
PHONE: (813)287-2090

ACCT#: 072117001710

FAX #: (813)221-8501

NAME: JAY ALAN PROPERTIES, INC.

AUDIT NUMBER.....H96000012414

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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96 SEP -6 PM 12:35
9/6/96

TEL No.

Sep 06 96 11:27 P.01

Law Offices
Michael J. Freedman
Professional Association

Michael J. Freedman
Linda M. Michaels
Jeffrey A. Freedman

Tampa Office
300 East Madison Street
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Tampa, Florida 33602
Telephone (813) 229-6925
Fax (813) 221-0501

Orlando Office
Fort Brooke Bank Building
510 Vanderbilt Drive
Orlando, FL 32811
Telephone (813) 681-2070

Reply to: Tampa

FAX COVER SHEET

DATE: September 6, 1996

Please hand deliver the following fax to:

NAME: Dana Calloway

COMPANY: Florida Department of State

FAX NUMBER: 1-904-922-4001

FROM: Jeffrey A. Freedman, Esq.

TOTAL NUMBER OF PAGES (INCLUDING THIS COVER SHEET): 5

REMARKS: As we discussed by telephone, I am transmitting herewith the following: (1) a copy of the electronic filing cover sheet to the Division of Corporations dated September 5, 1996 regarding Jay Alan Properties, Inc.; (2) a copy of your fax dated September 6, 1996; (3) a copy of the original executed Articles of Incorporation for Jay Alan Properties, Inc. containing the required information in the lower left-hand corner of the first page; and (4) a copy of the original executed Registered Agent form. As you indicated to me over the telephone, I will expect to receive from you by fax today a certified copy of the Articles confirming that the Articles have been clocked in as of today's date. Thank you for your assistance in this matter.

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this facsimile in error, please IMMEDIATELY return the original facsimile to us at the above address via U.S. Mail. Thank you.

Please call us immediately if you have received this communication in error, or if this teletype message is incomplete, illegible, or if you do not receive all of the pages. Our telephone number is:
(813) 229-6925



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

MICHAEL J. FREEDMAN, P.A.

SUBJECT: JAY ALAN PROPERTIES, INC.
REF: W96000018666

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000012414
Letter Number: 796A00041702

ARTICLES OF INCORPORATION
OF
JAY ALAN PROPERTIES, INC.

FILED
06 SEP -6 PM 12 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

JAY ALAN PROPERTIES, 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, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share.

These Articles prepared by:
Michael J. Freedman, Esq.
300 E. Madison St., Second Floor
Tampa, Fl 33602
Tel: (813) 229-6925
Florida Bar No: 026534

ARTICLE IV**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

ARTICLE V**REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 9723 Oak Street, N.E., St. Petersburg, FL 33702, and the name of the initial registered agent of this corporation at that address is Jon A. Farquhar.

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

Name**Address**

Jon A. Farquhar

9723 Oak Street, N.E.
St. Petersburg, FL 33702

ARTICLE VII**SUBSCRIBER**

The name and post office address of the subscriber to these Articles of Incorporation are:

Name**Address**

Jon A. Farquhar

9723 Oak Street, N.E.
St. Petersburg, FL 33702

ARTICLE VIII**BY-LAWS**

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 4 day of September, 1996.



JON A. FARQUHAR

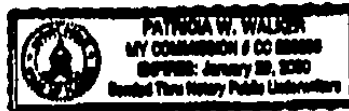
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JON A. PARQUHAR, well known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 4th day of September, 1996.

Patricia M. Walker
NOTARY PUBLIC
My commission expires: 1/29/2000



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: JAY ALAN PROPERTIES, INC.

2. The name and address of the registered agent and office is:

Jon A. Farquhar
(NAME)
9723 Oak Street, N.E.
(P.O. BOX NOT ACCEPTABLE)
St. Petersburg, FL 33702
(CITY/STATE/ZIP)

SIGNATURE *Jon A. Farquhar*
JON A. FARQUHAR

TITLE President

DATE September 4, 1996

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 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 *Jon A. Farquhar*
JON A. FARQUHAR
DATE September 4, 1996

REGISTERED AGENT FILING FEE: \$35.00