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LAW OFFICES OF
ALAN F. SCOTT, JR., P.A.
25 F. Lexington Lane West
Palm Beach Gardens, Florida 33418

Admitted to Florida Bar
Admitted to D.C. Bar

TEL: (561) 775-5662
FAX: (561) 622-5531

December 19, 1996

Secretary of State
Division of Corporations
The Capital
Tallahassee, Florida 32304

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*****70.00 *****70.00

RE: Jay's Lucky Stars, Inc.

Gentlemen:

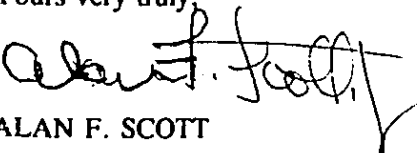
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 in enclosed which represents the following fees:

a.	Filing Fee	\$20.00
b.	Certified Copy	\$30.00
c.	Registered Agent Designation	\$20.00
TOTAL:		\$70.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter will be appreciated.

Yours very truly,


ALAN F. SCOTT

AFS/drg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
12.30.96

**ARTICLES OF INCORPORATION
OF JAY'S LUCKY STARS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, Section 607, Florida Statutes, does hereby adopt the following articles of incorporation:

I

Name of Corporation

The name of this corporation shall be **JAY'S LUCKY STARS, INC.**

II

Principal Place of Business

The principal place of business of this corporation shall be: 11559 Buckhaven Lane, West Palm Beach, FL 33412.

III

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To act as a holding company for its directors;
- b. To perform sales and distribution for its manufacturers, distributors, and suppliers;
- c. To do everythi g necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

IV

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Hundred Dollar (\$100.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

V

Duration

The corporation shall have perpetual existence.

VI

Registered Agent

The address of this corporation initial registered office is 25 F. Lexington Lane West, Palm Beach Gardens, Florida 33418 and the name of its initial agent at said address is Alan F. Scott, Jr., Esquire.

VII

Incorporator

The name and address of the Incorporator is as follows: Alan F. Scott, Jr., Esquire, 25 F. Lexington Lane West, Palm Beach Gardens, Florida 33418.

VIII

Board of Directors

The corporation shall have a Board of Directors consisting of two people. The number of Directors may be increased or decreased from time to time by resolution of the majority of

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SECRETARY OF STATE

the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Jay H. Hirsch
11559 Buckhaven Lane
West Palm Beach, FL 33412

IX

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

X

Severance and Termination of Employment

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earning or profits realized by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

XI

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII

Indemnification

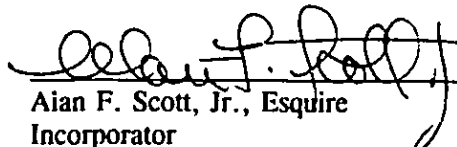
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

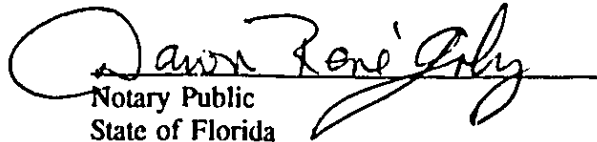
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 18th day of December, 1996.


Aian F. Scott, Jr., Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

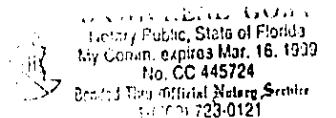
BEFORE ME, the undersigned authority, personally appeared Alan F. Scott, Jr., Esquire, who is to me well known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Palm Beach County, Florida, this 18th day of December, 1996.


Notary Public
State of Florida

My Commission Expires:

(Notarial Seal)



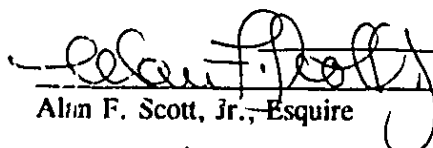
**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Alan F. Scott, Jr., Esquire, desiring to organize and incorporate **JAY'S LUCKY STARS, INC.** under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 25 F. Lexington Lane West, Palm Beach Gardens, Florida 33418, has named Alan F. Scott, Jr., Esquire, at the above address as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.




Alan F. Scott, Jr., Esquire
Date: 12/18, 1996

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Alan F. Scott, Jr., Esquire, who to me is well known to me to be the person described in and who executed the foregoing

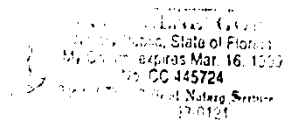
Articles of Incorporation as the Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at West Palm Beach, Palm Beach County, Florida, this 18th day of December, 1996.


Notary Public
State of Florida

My Commission Expires:

(Notarial Seal)


Dawn Rene' Galy
Notary Public, State of Florida
My Commission Expires Mar. 16, 1999
No. CC 445724
Florida Notary Service
199121

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA