

197000011513
Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

January 16, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002064220--3
-01/22/97--01068--008
*****70.00 *****70.00

SUBJECT: Jaylin Enterprises, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

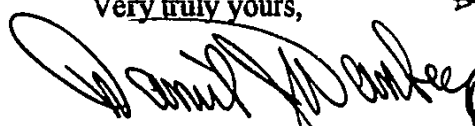
Please send acknowledgement receipt to:

Jay Greenblatt
Jaylin Enterprises, Inc.

c/o DANIEL J. WEINBERG, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

FILED
97 FEB -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Daniel J. Weinberg
Certified Public Accountant

789,502,671
W97-1936

DJW/elw

Note: Additional copy of articles is needed only when certified copy is requested.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 27, 1997

DANIEL J. WEINBERG
1761 W HILLSBORO BLVD. STE 205
DEERFIELD BEACH, FL 33442

SUBJECT: JAYLIN ENTERPRISES, INC.
Ref. Number: W97000001936

We have received your document for JAYLIN ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 497A00004029

Articles of Incorporation

of

Jaylin Associates, Inc.

FILED
97 FEB -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Jaylin Associates, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Jay Greenblatt
5780 Descartes Circle
Boynton Beach, FL 33437

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jay Greenblatt, President
5780 Descartes Circle
Boynton Beach, FL 33437

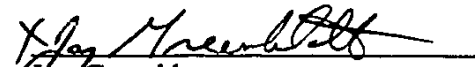
ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Jay Greenblatt
5780 Descartes Circle
Boynton Beach, FL 33437

The undersigned has(have) executed these Articles of Incorporation this

X 9TH day of JANUARY, 1997.


Jay Greenblatt

ARTICLE VI - PURPOSES

Business Purpose: To sell industrial tools to business and any other lawful purpose in the
State of Florida.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

Jaylin Associates, Inc.

The registered agent and office is:


Jay Greenblatt
5780 Descartes Circle
Boynton Beach, FL 33437


Jay Greenblatt

X 1-9-97
Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 POSITIONS AS REGISTERED AGENT.


Jay Greenblatt

X 1-9-97
Date

FILED
97 FEB -3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA