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KAY, PANZL & LATHAM, LLP
ATTORNEYS AT LAW

390 NORTH ORANGE AVENUE, SUITE 600
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 481-5800
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POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

Erik J. Wendt

October 10, 1997

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
BUREAU OF CORPORATE RECORDS
P.O. Box 6327
Tallahassee, FL 32314

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-10/13/97--01025--010
****122.50 ****122.50

Re: A&E Enterprises, Inc.

Dear Sir/Madam:

Jefferson Enterprises, Inc.

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

Erik J. Wendt

Erik J. Wendt

EJW/msj
Enclosures

Marteen GAVE
AUTHORIZATION BY PHONE TO
CORRECT *name*
DATE *10-28-97*
DOC. EXAM *BA*

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97 OCT 28 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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789,2545,2550
W97-23563
B. REGISTER OCT 28 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 15, 1997

ERIK J. WENDT, ESQ.
KAY, PANZL & LATHAM, LLP
390 N. ORANGE AVE., SUITE 600
ORLANDO, FL 32801

SUBJECT: A&E ENTERPRISES, INC.
Ref. Number: W97000023562

We have received your document for A&E ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 597A00050495

KAY, PANZL & LATHAM, LLP
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Erik J. Wendt

October 20, 1997

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
BUREAU OF CORPORATE RECORDS
P.O. Box 6327
Tallahassee, FL 32314

Re: Chelsea Enterprises, Inc.

Dear Sir/Madam:

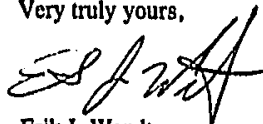
Please find enclosed the following revised documents relating to the above-referenced corporation:

1. A copy of your letter advising us that we cannot use the name A&E Enterprises, Inc.
2. New original Articles of Incorporation submitted for filing in the name Chelsea Enterprises, Inc.
3. You have in your possession a check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent) that was previously mailed to you with our original Articles with the name A&E Enterprises which is not acceptable for filing. Therefore, we have not enclosed a check with this document; and
3. A photocopy of the new executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,



Erik J. Wendt

EJW/msj
Enclosures

**Articles of Incorporation
of**

Jefferson Enterprises, Inc.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Jefferson Enterprises, Inc.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 4 Old Grove Lane, Altamonte Springs, Florida 32701. The name of the initial registered agent of the corporation at such address is Erik J. Wendt.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

Name

Address

Erik J. Wendt

4 Old Grove Lane
Altamonte Springs, Florida 32701

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 4 Old Grove Lane, Altamonte Springs, Florida 32701.

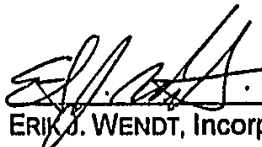
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 10th day of October, 1997.

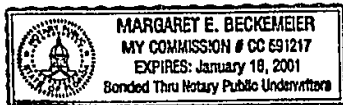

ERIK J. WENDT, Incorporator

ACKNOWLEDGMENT

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97 OCT 28 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10th day of October, 1997, by ERIK J. WENDT, as incorporator, who is personally known to me.



Margaret E. Beckemeier

NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, ERIK J. WENDT, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By: *Erik J. Wendt*

Erik J. Wendt, President