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January 29, 1999

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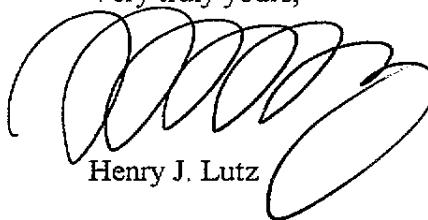
Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation of Henry Jay Corp.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the total amount of \$78.75 which represents your filing fee. Please return acknowledgment of the incorporation to my office in the self-addressed and stamped envelope which is enclosed for your convenience. I thank you for your courtesies in this matter.

Very truly yours,



Henry J. Lutz

Enclosures

HERBERT LUTZ & CO., INC.

2020 Clinton Street

P.O. Box 1247

LINDEN, NEW JERSEY 07036-0003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 3, 1999

HERBERT LUTZ & CO., INC.
POST OFFICE BOX 1247
LINDEN, NJ 07036-0003

SUBJECT: HENRY JAY CORP.
Ref. Number: W99000002796

We have received your document for HENRY JAY CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VI states there will be 1 director(s), whereas 0 is/are listed.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 799A00004828

LAW OFFICE OF LEE H. SCHILLINGER, P.A.

EMERALD HILLS EXECUTIVE PLAZA
4601 SHERIDAN STREET ♦ SUITE 202
HOLLYWOOD, FLORIDA 33021
TELEPHONE (954) 981-8383 ♦ MIAMI LINE (305) 444-8383
TELE FAX (954) 962-0907
website: <http://www.lawflorida.com>
email: lhs@lawflorida.com
john@lawflorida.com

LEE H. SCHILLINGER*
JOHN A. BREKKA, JR.†

* ADMITTED IN
FLORIDA AND
NEW YORK

† ADMITTED IN
FLORIDA AND
GEORGIA

COMMERCIAL LITIGATION
SECURITIES LITIGATION
MUNICIPAL & ZONING

February 11, 1999

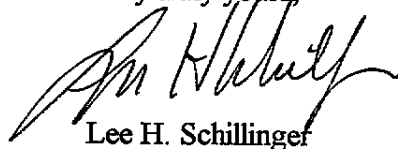
Ms. Dana Calloway
Document Specialist
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Henry Jay Corp.
Your Reference No: W99000002796

Dear Ms. Calloway:

This correspondence will serve to confirm our telephone conversation of this morning regarding your letter of February 3, 1999 wherein the corporation was rejected for failure to appoint a director. As I advised, Article VI states that the incorporator shall be the sole member of the first Board of Directors. The subscriber is identified as Henry Lutz. Therefore, the director is identified. Please incorporate the enclosed corporation effective as of February 3, 1999, the date of your letter. Please return acknowledgment of the incorporation to my office in the self-addressed and stamped envelope which is enclosed for your convenience. Should you have any questions, please contact me at the above telephone number. I thank you for your courtesies in this matter.

Very truly yours,



Lee H. Schillinger

LHS:swm
Enclosures

ARTICLES OF INCORPORATION
OF
Henry Jay Corp.

The undersigned incorporator is a natural person competent to contract and signs and delivers these Articles of Incorporation in order to form a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Henry Jay Corp..

ARTICLE II
PURPOSES

The corporation shall engage in any activity or business permitted under the laws of the United States or the State of Florida

ARTICLE III
PRINCIPAL OFFICE

The name and address of the principal office of this corporation is Henry Jay Corp. 4601 Sheridan St. Suite 202 Hollywood, Fl. 33021 and the mailing address is 2020 Clinton St. Linden, N.J. 07036.

ARTICLE IV
TERM OF EXISTENCE.

This corporation is to exist perpetually

ARTICLE V
INCORPORATOR

The name and street address of the incorporator of this corporation is:

Henry J. Lutz
2020 Clinton St.
Linden, N.J. 0036

ARTICLE VI
DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less

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TALLAHASSEE FLORIDA

than one (1). The incorporator shall be the sole member of the first Board of Directors and shall serve until his successor(s) is elected.

ARTICLE VII

CORPORATE CAPITALIZATION

1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of one tenth of one cent (\$0 .001)

2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII

POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX

TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X
NAME AND OFFICE OF REGISTERED AGENT

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Lee H. Schillinger, 4601 Sheridan St. Suite 202, Hollywood, Fl. 33021.

ARTICLE XI
BY-LAWS.

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

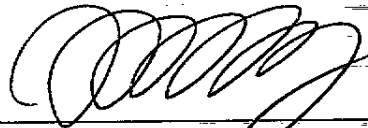
ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at LINDEN, NJ, this 28th day of JAN., 1999.

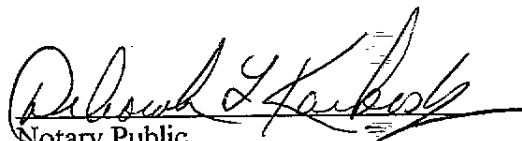


Henry J. Lutz

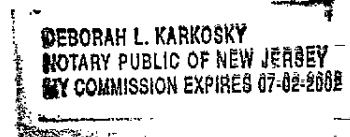
STATE OF New Jersey :
COUNTY OF Union : ss

I hereby certify that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared Henry J. Lutz, personally to me known to be an individual serving in said capacity and who executed the foregoing Articles of Incorporation in said capacity on behalf of said incorporator and he acknowledged before me that he subscribed to these Articles of Incorporation in said capacity on behalf of said incorporator.

WITNESS my hand and official seal at Linden this 28th day
of January, 1999.


Notary Public
State of ~~Florida~~ at Large
NEW JERSEY

My Commission Expires:



**CERTIFICATE DESIGNATING OFFICE FOR THE SERVICES
OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Henry Jay Corp., desiring to organize under the laws of the State of Florida, with its principal office, at 4601 Sheridan St. Suite 202 Hollywood, Fl. 33021 County of Broward, State of Florida has named Lee H. Schillinger, at the address of 4601 Sheridan St. Suite 202 Hollywood, Fl. 33021, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the Place designated in this certificate, I hereby accept to act in this capacity.

BY:


Lee H. Schillinger

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SECRETARY OF STATE
TALLAHASSEE FLORIDA