

Geraldine R. Holloway
Attorney at Law
P.O. Box 151783
Tampa, Florida 33684-1783
Tel. (813) 238-8839
Fax. (813) 237-1852

P99000098233

FILED
99 NOV -5 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 4, 1999

DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, FL 32314

100003036671-9
-11/05/99-01072-019
*****70.00 *****70.00

Re: Joeray Enterpsies, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of Articles of Incorporation for the above-named Corporation, together with a check in the total amount of \$70.00, for the following:

Filing Fee	\$	35.00
Registered Agent Fee		35.00

Kindly stamp the copy of the Articles with the date of filing and return in the enclosed envelope.

Thank you for your courtesies in this regard.

Sincerely,


GERALDINE R. HOLLOWAY

Enclosures

F. CHESLER NOV 9 1999

ARTICLES OF INCORPORATION
OF
JOERAY ENTERPRISES, INC.

99 NOV -5 AM 7:49
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation will be: **JOERAY ENTERPRISES, INC.**

ARTICLE TWO

The corporation will have perpetual existence unless sooner dissolved according to law, and will commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which will be designated "Common Stock."

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds will have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at

which it is offered to others.

ARTICLE SIX

The address of the Corporation's principal office and initial registered office, and its mailing address is 4725 N. Lois Avenue, Suite 103, Tampa, FL 33614. The name of the initial registered agent of the Corporation located at its registered office is Todd Scime.

ARTICLE SEVEN

This corporation will have one director initially. The number of directors may be increased or diminished from time to time by the bylaws of this corporation, but will never be less than one. The name and address of the initial director of this corporation is:

Todd Scime	4725 N. Lois Avenue, Suite 103 Tampa, FL 33614
------------	---

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, will hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

<u>NAME and OFFICE</u>	<u>STREET ADDRESS</u>
Todd Scime	4725 N. Lois Avenue, Suite 103 Tampa, FL 33614

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board personally, by means of conference telephones, or as otherwise provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation will indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation are Todd Scime, 4725 N. Lois Avenue, Suite 103, Tampa, FL 33614.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 3rd Day of November, 1999.

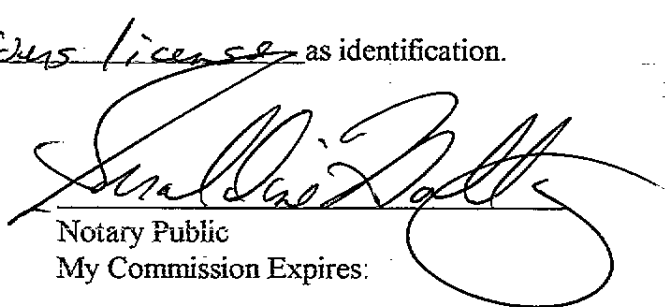


TODD SCIME,
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before me this 3rd Day of November, 1999, by TODD SCIME, who is personally known to me, or produced drivers license as identification.



Notary Public
My Commission Expires:



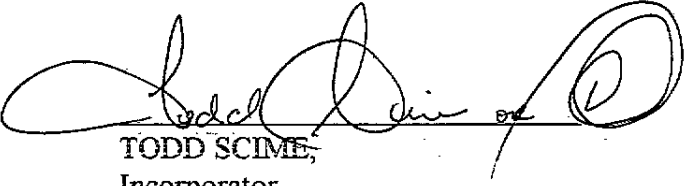
**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT**

OF

JOERAY ENTERPRISES, INC.

Pursuant to Section 607.0501 of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 4725 N. Lois Avenue, Suite 103, Tampa, FL 33614, has named TODD SCIME at such address, as its agent to accept service of process within the State of Florida.

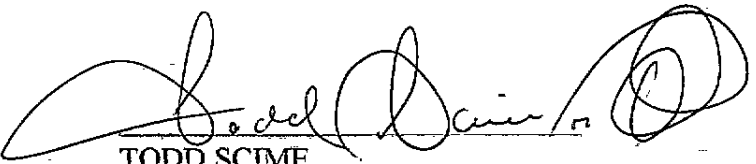
FILED
99 NOV -5 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


TODD SCIME,
Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 3rd Day of November 1999.


TODD SCIME,
Registered Agent