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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: WALL STREET TRAINING INSTITUTE, INC.

AUDIT NUMBER.....H98000001750

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
WALL STREET TRAINING INSTITUTE, INC.

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

WALL STREET TRAINING INSTITUTE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**416 EAST ATLANTIC BOULEVARD SUITE 200
POMPANO BEACH, FLORIDA 33073**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR (1.00)** per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**KENNETH T. TRIPOLI
JOHN SALERNO
416 EAST ATLANTIC BOULEVARD SUITE 200
POMPANO BEACH, FLORIDA 33073**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
**ANTHONY G. COLEMAN, JR.
416 EAST ATLANTIC BOULEVARD SUITE 200
POMPANO BEACH, FLORIDA 33073**

These Articles of Incorporation Prepared By:
**Anthony G. Coleman, Jr., Esq.
6194 North Federal Highway
Boca Raton, Florida 33073
(561) 998-5231
Florida Bar Number 368563**

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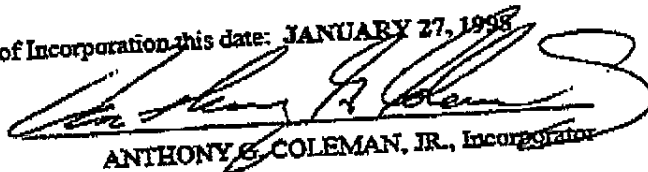
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:
ANTHONY G. COLEMAN, JR.
 416 EAST ATLANTIC BOULEVARD SUITE 200
 POMPANO BEACH, FLORIDA 33073

The undersigned has (have) executed these Articles of Incorporation this date: **JANUARY 27, 1998**


 ANTHONY G. COLEMAN, JR., Incorporator

**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.

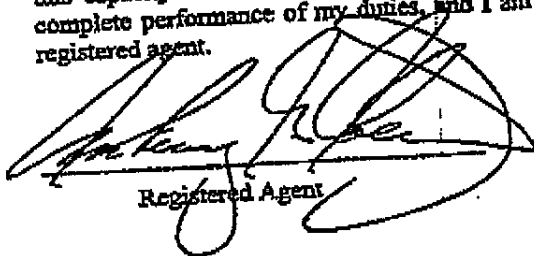
1. The name of the corporation is: **WALL STREET TRAINING INSTITUTE, INC.**
2. The name and address of the registered agent and office is: **ANTHONY G. COLEMAN, JR.**
 416 EAST ATLANTIC BOULEVARD
 SUITE 200
 POMPANO BEACH, FLORIDA 33073

SIGNATURE
 TITLE:


 INCORPORATOR

DATE: **JANUARY 27, 1998**

Having been named Registered Agent 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 position as registered agent.


 Registered Agent

JANUARY 27, 1998
 Date

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