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EFFECTIVE DATE
2-2-99

To: Division of Corporations
Fax Number : (850) 922-4001
From: Account Name : GOLDENBERG & GOLDENBERG
Account Number : 076060003657
Phone : (954) 523-2626
Fax Number : (954) 523-5306

FLORIDA PROFIT CORPORATION OR P.A.

ClubWallstreet, Inc.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Club Wallstreet, Inc.

EFFECTIVE DATE
2-2-99

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Club Wallstreet, Inc.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

A. One million (1,000,000) shares of voting common stock having One Cent (\$.01) par value; and

B. One million (1,000,000) shares of non-voting common stock having One Cent (\$.01) par value.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
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ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective February 2, 1999.

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: 3460 Fairlane Farms, Road, Suite 4, Wellington, Florida 33414

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: February 2, 1999.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDENBERG, President

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ARTICLE VII

DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name and Address

Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

ARTICLE IX

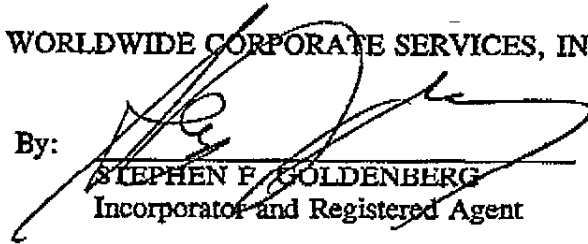
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on February 2, 1999.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDENBERG
Incorporator and Registered Agent

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