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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WALTERS AND WILLIAMS GROUP, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Mail out
- Will wait
- Photocopy
- Certificate of Status
- Certified Copy

FILED
 99 NOV 4 4 PM 4:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 99 NOV 4 AM 11:52
 GENERAL REGISTRY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

300003034898-19
 -11/04/99-01038-029
 *****78.75 *****78.75

[Handwritten signature]

Examiner's Initials

LAW OFFICES
G. FRANK QUESADA

SUITE 200
1313 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE
(305) 446-2517

FACSIMILE
(305) 446-7521

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of Walters And Williams Group, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of the above captioned corporation.

Also enclosed is our check in the amount of \$78.75 for filing fees.

Please certify the enclosed copy of the Charter and return to this office.

Thank you for your usual prompt and courteous attention.

Very truly yours,


G. Frank Quesada

Enclosure

ARTICLES OF INCORPORATION
OF
WALTERS & WILLIAMS GROUP, INC.

FILED
99 NOV -14 PM 14:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The name of this corporation shall be: WALTERS & WILLIAMS GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2811 SW Third Avenue
Miami, Florida 33129**

ARTICLE III CAPITAL STOCK

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

1000 SHARES \$10 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**WALTER A. LISTA
12961 Deva Street
Coral Gables, Florida 33156**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

WILLIAM N. EDWARDS

2811 SW Third Avenue
Miami, Florida 33129

WALTER A. LISTA

12961 Deva Street
Coral Gables, Florida 33156

The undersigned has(have) executed these Articles of Incorporation this 3RD day of NOVEMBER, 1999.

Walter A. Lista
Incorporator

W. Edwards
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

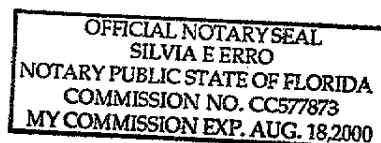
I HEREBY CERTIFY that on this day, before me, an officer, duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared WILLIAM N. EDWARDS and WALTER A. LISTA, to me known to be the persons described in and who executed the foregoing instrument or who have produced personally known to me as identification and who did take an oath and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 3RD day of NOVEMBER, 1999.

Silvia E. Erro
NOTARY PUBLIC, State of Florida at Large

SILVIA E. ERRO
(Print Name)

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating registered office/registered agent in the State of Florida.

1. The name of the corporation is: **WALTERS & WILLIAMS GROUP, INC.**
2. The name and address of the registered agent and office is:

WALTER A. LISTA
12961 Deva Street
Coral Gables, Florida 33156


Resident Agent

Date: Nov 3 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Resident Agent

69 NOV -4 14:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED