



THE UNITED STATES
CORPORATION
COMPANY

L99000004512

ACCOUNT NO. : 072100000032

REFERENCE : 317382 11758A

AUTHORIZATION :

COST LIMIT : \$337.50

ORDER DATE : July 23, 1999

ORDER TIME : 3:20 PM

ORDER NO. : 317382-010

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CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR ALLSWORTH CURTIS CROSS
DOUMAR ALLSWORTH CURTIS CROSS
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: WAL-CAP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

WAL-CAP, L.L.C.

The undersigned initial member of WAL-CAP, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: WAL-CAP, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on July 23, 1999, and shall continue until December 31, 2049, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

512 Front Street
Key West, Florida 33040

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

512 Front Street
Key West, Florida 33040

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Jeffrey S. Wachs, Esq.
1177 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those

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existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion...

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the members of the Company whose names are set forth below:

DANTE CAPAS
512 Front Street
Key West, FL 33040

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's

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Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

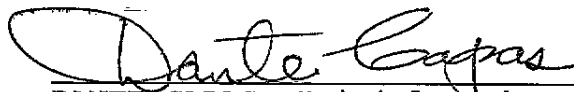
Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 22nd day of July, 1999.

INITIAL MEMBER(S):


DANTE CAPAS, Initial Member


JANICE F. RUSSELL, Initial Member

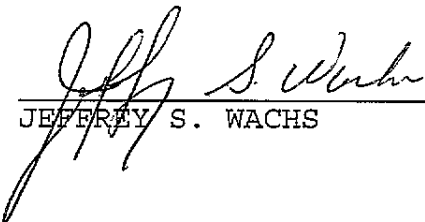
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TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of WAL-CAP, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: 7/22, 1999



JEFFREY S. WACHS

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of WAL-CAP, L.L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.

2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1,490.00

4. There have been no contributions to the Company made by the members other than cash contributions.

5. The total amount of cash or property anticipated to be contributed by member(s) is \$1,500.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: July 22, 1999

INITIAL MEMBER(S):

Dante Capas
DANTE CAPAS, Initial Member

Janice F. Russell
JANICE F. RUSSELL, Initial Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me, the undersigned officer,
by DANTE CAPAS individually who personally appeared before me, who
took an oath, and is personally known to me, or who produced
Florida drivers license as identification,
on this 22nd day of July, 1999.



Lisa D. Belenson
Commission # CC 765902
Expires AUG. 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Lisa D. Belenson

NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Lisa D. Belenson
Commission Number: CC765902
My Commission Expires: 8/10/02

SWORN TO AND SUBSCRIBED before me, the undersigned officer,
by JANICE F. RUSSELL individually who personally appeared before
me, who took an oath, and is personally known to me, or who
produced Florida drivers license as identification, on
this 22nd day of July, 1999.



Lisa D. Belenson
Commission # CC 765902
Expires AUG. 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Lisa D. Belenson

NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Lisa D. Belenson
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