

PO1000070291

WallStreet Consulting Inc.
5970 S.W. 18th Street
Suite 312
Boca Raton, FL 33433

September 9, 2001

Secretary of State
Articles of Incorporation
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/11/01-01052-007
-*****78.75 *****78.75

Re: WALLSTREET CONSULTING, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) executed copy of the Articles of Incorporation of **WallStreet Consulting, Inc.** Also enclosed is our check in the amount of \$ 78.75 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the self-addressed stamped envelope I have provided herein.

I thank you for your cooperation in this regard. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Christopher J. Gambino

Christopher J. Gambino
561-866-4005

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch SEP 13 2001

ARTICLES OF INCORPORATION

OF

WALLSTREET CONSULTING, INC.

ARTICLE I - NAME

The name of this corporation is WallStreet Consulting, Inc., and the address shall be 5970

S.W. 18th Street, Suite 312, Boca Raton, Florida 33433

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is SEVEN THOUSAND, FIVE HUNDRED (7,500.00) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at

a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5970 S.W. 18th Street, Suite 312, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation at that address is Christopher J. Gambino.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Christopher Gambino	5970 S.W. 18ht Street, Suite 312, Boca Raton, Florida
33433	

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

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

NAME	ADDRESS
Christopher Gambino	5970 S.W. 18 th Street, Suite 312, Boca Raton, Florida
33433	- - - - -

Christopher Gambino
CHRISTOPHER GAMBINO

STATE OF FLORIDA)

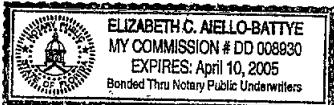
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared, Christopher J. Gambino who is personally known to me or who has produced F.I. Drivers License (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 9 day of September, 2001.


Elizabeth C. Aiello-Battye
Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
WALLSTREET CONSULTING, INC.

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for **WALLSTREET CONSULTING, INC.**, Christopher J. Gambino hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

Christopher J. Gambino
Christopher J. Gambino
5970 S.W. 18th Street, Suite 312
Boca Raton, Florida 33433
(561) 620-7430

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01 SEP 11 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared, Christopher J. Gambino who is personally known to me or who has produced Florida License (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 1 day of September, 2001.

Elizabeth C. Aiello-Battye
Notary Public
State of Florida at Large

My Commission Expires:

