

Arthur W. Trufelli

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FLORIDA SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

re: WILLIAM WALSH ENTERPRISES, INC.

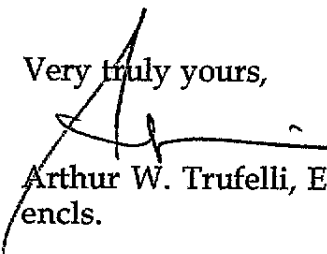
Date: 9/10/01

GENTLEMEN:

Enclosed are two original Articles of Incorporation for the above corporation, together with my check in the amount of \$78.75 covering filing charges and certification fee. Please return a certified copy of the articles and your filing receipt to me.

Thank you for your consideration.

Very truly yours,


Arthur W. Trufelli, Esq.
encls.

FILED
01 SEP 13 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
WILLIAM WALSH ENTERPRISES, INC.**

FILED

01 SEP 13 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE. 1 NAME

The name of the corporation shall be **WILLIAM WALSH ENTERPRISES, INC.**, and the address of the principal office of the corporation shall be 4030 NE 26 Ave., Lighthouse Point, FL 33064, and the mailing address shall be the same.

ARTICLE 2. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE 4. REGISTERED AGENT

The initial registered agent of the corporation is William Walsh and his address is 4030 NE 26 Ave., Lighthouse Point, FL 33064.

ARTICLE 5. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE 6. OFFICERS AND DIRECTORS

This corporation shall have the following officers and directors who shall hold office for the first year of the corporation, or until their successors have been elected or appointed:

WILLIAM WALSH
Pres./Director

3040 NE 26 Ave.
Lighthouse Point, FL 33064

ARTICLE 7. SPECIAL PROVISIONS

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 set. seq., and shall take all actions necessary to obtain and maintain its active status as an S corporation as defined therein.

ARTICLE 8. INCORPORATOR

The name and address of the incorporator is as follows:

WILLIAM WALSH
4030 NE 26 Ave.
Lighthouse Point, FL 33064

ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereof, and any right conferred on a shareholder shall be subject to this provision.

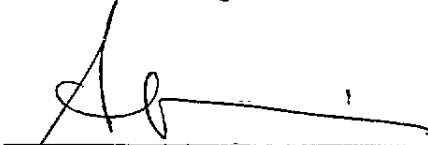
IN WITNESS WHEREOF, the undersigned has executed this document this 10th day of SEPT 2001.



WILLIAM WALSH

State of Florida
County of Palm Beach

Before me personally came, WILLIAM WALSH, to me personally known to be the individual described in and who executed the above document in my presence and acknowledged that he executed the same this 10th day of SEPT, 2001.


notary

Arthur W Trufelli
My Commission CC992080
Expires March 19, 2005

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of WILLIAM WALSH ENTERPRISES, INC., which is contained in the foregoing Articles of Incorporation.

dated this 10th day of SEPT, 2001.

A handwritten signature in cursive script, appearing to read "William Walsh", is written over a horizontal line.

WILLIAM WALSH