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Florida Department of State

Division of Corporations

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From:

Account Name : BOGLE & SCHULMAN P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**Wall Street Management & Capital, Inc.**

Certificate of Status	0
Certified Copy	0
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Sean Bogle, Esq.
FL Bar 01063131
P.O. Box 151358
Altamonte Springs, FL 32715
407-834-3311

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be:

WALL STREET MANAGEMENT & CAPITAL, INC.

The articles of incorporation shall be effective upon the date of filing.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

531 Estates Place
Longwood, FL 32779.

ARTICLE III- MAILING ADDRESS

The mailing address of the Corporation shall be:

531 Estates Place
Longwood, FL 32779.

ARTICLE IV- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is: 1,000 Shares.

ARTICLE V- BOARD OF DIRECTORS:

There will be no Board of Directors. The shareholders will run the company.

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Sean Bogle, Esq.
FL Bar 01063131
P.O. Box 151358
Altamonte Springs, FL 32715
407-834-3311

File Audit Number H0100001214427
Sean Doyle, Esq.
FL Bar 01063131
P.O. Box 151358
Altamonte Springs, FL 32715
407-834-3311

ARTICLE VI- OFFICERS

President: JAMES SCHNORF
531 Estates Place
Longwood, FL 32779.

ARTICLE VII- INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

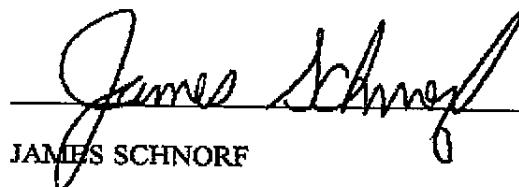
JAMES SCHNORF
531 Estates Place
Longwood, FL 32779.

ARTICLE VII- PURPOSE

The purpose of the corporation shall be to conduct business for any legal purpose.

The undersigned incorporators have executed these Articles of Incorporation this

17 day of DECEMBER 2001.


JAMES SCHNORF

File Audit Number H0100001214427
Sean Doyle, Esq.
FL Bar 01063131
P.O. Box 151358
Altamonte Springs, FL 32715
407-834-3311

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:
WALL STREET MANAGEMENT & CAPITAL, INC.

2. The name and address of the registered agent and office is:
SEAN F. BOGLE, ESQ.
THE LAW OFFICE OF SEAN F. BOGLE, P.A.
706 TURNBULL AVENUE
SUITE 203
ALTAMONTE SPRINGS, FL 32701.

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Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By SEAN F. BOGLE, ESQ.

DATED THIS 17th DAY OF DEC., 2001