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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dr. Allan Voce
Voce Int. Group of COs.
LTD.
P.O. Box 8002
Ft. Lauderdale, FL 33310

Office Use Only

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

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1. _____
(Corporation Name) (Document #)
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

W02-6398

D. WHITE MAR 26 2002

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 6, 2002

DR. ALLAN VOCE
PO BOX 8002
FT LAUDERDALE, FL 33310

SUBJECT: WALTERS BUSINESS ENTERPRISES, INC.
Ref. Number: W02000006398

We have received your document for WALTERS BUSINESS ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 802A00013654

DEAR Sir/Madam:-
With reference to your letter dated March 6/02
please please these 2 documents enclosed that I've
provided a business address and telephone #
(954) 566-2707 - @ 1925 NE. 45th St, Suite 234
Ft. Lauderdale - FL 33308 which is the business
address for the above styled corporation.
Sgd

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WALTERS BUSINESS ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

WALTERS BUSINESS ENTERPRISES, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do via:

To engage in and carry on any business activities permitted under the laws of United States and The State of Florida.

To act as business consultants, business developers, and business development or otherwise of similar nature.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in lull actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporation seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law, or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and calling and holding of meetings of its stockholders.

Make and enter into all the contracts necessary and proper for the conduct or its business.

Conduct business, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property and buy hold mortgage sell convey or otherwise dispose of franchises in its state and in any of several states, territories, possessions and dependencies of the United States, the District of Columbia and in Foreign countries. Purchase of the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and

trademarks and any licenses to other rights or interests there under or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of Incorporation or any amendments thereof.

Contract debts and borrow money at such rates in interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness,

whether secured or unsecured and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and board of directors deem expedient.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 5,000 shares of common stock of the par value of \$1.00 each. The consideration to be paid off for each share shall be fixed by the board of directors.

ARTICLE IV

This corporation shall begin business with a capital of not less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the city of Fort Lauderdale, County of Broward, Florida, with a post office at – 1925 NE 45th Ft Lauderdale, Suite 234, Florida, 33308 or such other places within or without the state of Florida as the board of directors shall, by appropriate action hereafter, from time to time determine.

ARTICLE VII

- a. The business of this corporation shall be conducted and managed by its board of Directors, and such board of directors shall initially consist of one member and thereafter not in excess of three (3) members. A majority of the 1st board of directors named below shall have the power to approve and adopt the by-laws of this corporation until their successors are elected or appointed.
- b. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.
- c. The officer(s) of this corporation shall consist of a President, and Secretary and Treasurer, and such other officers and agents as may be provided for the by-laws of this corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such by-laws.
- d. A director may be removed with or without cause at any annual or special meeting of the stockholders only upon affirmative vote of stockholders of fifty-one percent (51%) of stock present and voting.

ARTICLE VIII

The names and post office address of the first Board of Directors, who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Janette Walters	420 N.W. 15 th Avenue Ft. Lauderdale, Florida, 33311	President
Janette Walters	4150 N.W. 23 rd Court Miami, Florida, 33142	Secretary
Janette Walters	4101 N. Andrews Ave. Suite 301 Ft. Lauderdale, Florida, 33309	Treasurer

ARTICLE XI

The names and post office address of the subscriber of these Articles of Incorporation are as follows:

Janette Walters	4320 NW 4 th Street Plantation, Florida 33317
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ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any wise affected by the fact that such director or directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or obligation; PROVIDED, HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in preference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholders or creditors thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any director or directors be accountable for any gains or profits realized thereon. Provided, also that such contract or transaction shall, at the time which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses

reasonably incurred or imposed upon him/her in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses include attorneys' fees and the cost of reasonable settlements made with a view of curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of the duty, as such officer or director. Such right or indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law and the rights of indemnification shall inure to the benefit of the heirs, executors, and the administrator of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon financial statements of the corporation represented to him/her to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accounts to fairly reflect the financial condition of the corporation, nor shall he be liable, if in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved by a stockholders' meeting by fifty percent (50%) of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth of the action shall be signed by all, but not less than all, of the share holders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent in shall have the same effect as unanimous vote at a shareholders' meeting. If all the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing to any action taken or to be taken by the corporation, and the writing or writing evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

IN WITNESS WHEREOF, Subscribers have hereunto set their hand and

Seal this 26th day of February, A.D.

Two thousand and two.

 (Seal)
Janette Walters


STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date, BEFORE ME, a notary public duly authorized in the State and County aforesaid to take acknowledgement, personally appeared Janette Walters, to me well known to be the persons described in, and who executed the foregoing Articles of Incorporation, they acknowledged before me that the subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and county

Aforesaid this 26 day of February, A.D. Two thousand and Two.




Luis E. Torres
Commission # DD055986
Expires Sep. 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISSION EXPIRES:

9/10/2005

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this

capacity and agree to comply with the provisions of said act relative to keeping open and said office.

Allan G. S. Voce (Agent) (AT)

1925 N.E. 45th St. Suite 234
FT. LAUDERDALE - FLA 33308
Tel. (954) 566-2707

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TALLAHASSEE FLORIDA