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Florida Department of State
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

04 MAY - 4 PM 11:02

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FLORIDA PROFIT CORPORATION OR P.A.

WALTER J. ELLIOTT, INC.

Certificate of Status	1
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Page Count	05
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**ARTICLES OF INCORPORATION
OF
WALTER J. ELLIOTT, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be

WALTER J. ELLIOTT, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares, which the corporation is authorized to issue and have outstanding at any one time, is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders that shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.000).

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ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 1233 N. OCEAN WAY, PALM BEACH, FLORIDA, 33480. The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is 1233 N. OCEAN WAY, PALM BEACH, FLORIDA, 33480. Registered agent at the address is WALTER J. ELLIOTT.

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one or more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

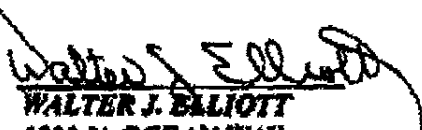
The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

*WALTER J. ELLIOTT (President)
1233N. OCEAN WAY
PALM BEACH, FLORIDA 33480*

*BARBARA RENOLDS ELLIOTT (Vice-President)
1233 N. OCEAN WAY
PALM BEACH, FLORIDA 33480*

ARTICLE X

**THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT
TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL
REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.
IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO
SET OUR HANDS AND SEALS, THIS 6TH DAY OF MAY, 2004.**


**WALTER J. ELLIOTT
1233 N. OCEAN WAY
PALM BEACH, FLORIDA 33460**

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON ITS PROCESS MAY BE SERVED.**

Pursuant to the provisions of the section 687.0301, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida. The name of the corporation is **WALTER J. ELLIOTT, INC.** Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of **PALM BEACH, State of Florida** has named: **WALTER J. ELLIOTT** Located at **1233 N. OCEAN WAY, PALM BEACH, FLORIDA 33480** as agent to accept process in State of Florida County of **PALM BEACH**.

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.

Walter J. Elliott
WALTER J. ELLIOTT
1233 N. OCEAN WAY
PALM BEACH, FLORIDA 33480

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TALLAHASSEE, FLORIDA

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