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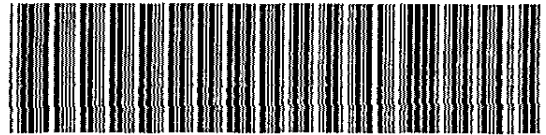
(Business Entity Name)

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05 JAN 10 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

1/12/05

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: W.A.L. & Associates, Inc.
(Proposed Corporation Name - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$78.75 Filing Fee & Certificate of Status

FROM: Winifred Browne
Name (Printed or Typed)

P.O. Box 681912

Address

Miami, FL 33168

City, State & Zip

(786) 337-3014

Daytime Telephone Number

ARTICLES OF INCORPORATION

FILED
05 JAN 10 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I
Name**

The name of the Corporation is as follows: **W.A.L. & ASSOCIATES, INC.**
(hereinafter, Corporation).

**ARTICLE II
Principal Office**

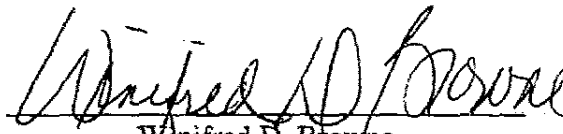
The principal place of business and mailing address of the corporation is
7900 NW 27 Ave., #237 P.O. Box 681912
Miami, FL 33147 Miami, FL 33168

**ARTICLE III
Purpose of Corporation**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
Incorporator**

The name and street address of the incorporator of this Corporation is:


Winifred D. Browne
14030 Biscayne Boulevard, Ste. 417
North Miami, FL 33181

ARTICLE V
Board of Directors and Officers

Board Members	Address
Winifred D. Browne, President	P.O. Box 681912 Miami, FL 33168
Alden A. Browne, Jr., Vice President	640 Mary McLeod Blvd., 318 Daytona Bch, FL 32114
Erna Beckles, Treasurer	312 NE 55 Terr. Miami, FL 33137
Patrick Phillips, Secretary	555 NW 121 St. North Miami, FL 33168

ARTICLE VI
Corporate Capitalization

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (\$7,500.00)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director (s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, of securities convertible into shares of its stock or any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.4 The Board of Director(s) of the Corporation may, by Restated Articles of

Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII

Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

ARTICLE VIII

Term Of Existence

This Corporation shall have perpetual existence.

ARTICLE IX

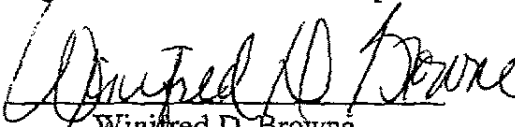
Registered Owner(s)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X

Registered Agent and Office

The address of the registered agent and office of this Corporation is:


Winifred D. Browne
14030 Biscayne Boulevard, Ste. 417
North Miami, FL 33181

ARTICLE XI

Bylaws

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who

would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws. Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ARTICLE XII

Effective Date

The Article of Incorporation shall be effective immediately upon approval of the Secretary of the State of Florida.

ARTICLE XIII

Indemnification

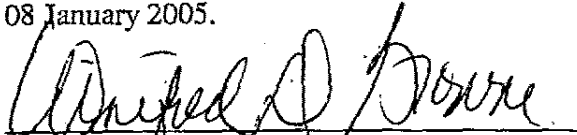
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the special case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employee and agent of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references

in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIV Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendments hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 08 January 2005.


Winifred D. Browne, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent

Winfred D. Boone Date 1/7/05

Signature of Incorporator

Winfred D. Boone Date 1/7/05