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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: L. & W. MANAGEMENT, INC.

Enclosed are an original and one copy of the articles of incorporation and a check for
\$87.50 – Filing Fee, Certificate of Status & Certified Copy

FROM: M. A. Aitcheson & Associates, Inc.
4141 NW 5th Street
Suite #104
Plantation, FL 33317-2158

PHONE: 954-792-3000 FAX: 954-792-1108

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/MM

ARTICLES of INCORPORATION

For

L. & W. MANAGEMENT, INC.

I, ROBERT M. WALKER the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be, L. & W. MANAGEMENT, INC.
Initial address shall be 1975 E. SUNRISE BOULEVARD, SUITE # 403, FORT
LAUDERDALE, FLORIDA 33304

ARTICLE II

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 other state, country, territory, or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized {1000#}	Per Value Per Share Stock \$1	Class of Stock Common
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Initially there will only be two (2) shareholder(s).

ROBERT M. WALKER --- President	50%
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LEON LYNCH -- Vice President	50 %
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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be ROBERT M. WALKER privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be 1975 E. SUNRISE BOULEVARD, FORT LAUDERDALE, FLORIDA 33304.

ARTICLE VI

This corporation shall have two (2) Director(s) initially. The name and street address of initial officers who hold office for the first year of the corporation, or until their successors are elected or appointed are as shown below:

ROBERT M. WALKER, PRESIDENT

LEON LYNCH, VICE-PRESIDENT

Both directors share the same address: 1975 E. SUNRISE BOULEVARD, SUITE #403,
FORT LAUDERDALE, FLORIDA 33304.

ARTICLE VII

The corporation shall have two (2) officer(s) initially. The name and address of the initial officer(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed are as shown above.

ARTICLE VIII

The name and address of the incorporator is ROBERT M. WALKER,
1975 E. SUNRISE BOULEVARD, SUITE #403, FORT LAUDERDALE,
FLORIDA 33304.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiar or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise be interested in, any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed as shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

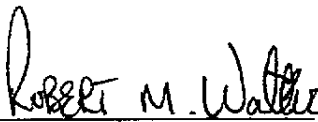
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any such event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

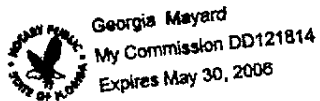

Incorporator

STATE OF FLORIDA)
 SS:

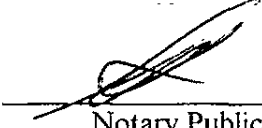
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared ROBERT M. WALKER the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and county aforesaid this 7th
day of February, 2005



My commission expires:



Notary Public
State of Florida at Large

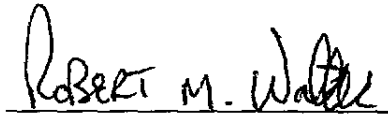
CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT L. & W. MANAGEMENT, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
registered office as 1975 E. SUNRISE BOULEVARD, SUITE #403, FORT
LAUDERDALE, FLORIDA 33304 incorporated in the articles
ROBERT M. WALKER registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the
above stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


Registered Agent

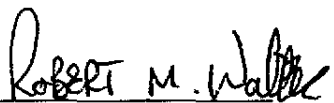
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that L. & W. MANAGEMENT, INC. applying to be registered under the laws of Florida, has named ROBERT M. WALKER as its statutory Registered Agent

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provision of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.


Registered Agent

Dated: This 7th day of February, 2005

The foregoing instrument was acknowledged before me this 7th day of February
by Robert Walker who is personally known to me or who has produced
FLDL W426773621820 as identification and who did/ did not take an oath.



Georgia Maynard
My Commission DD121814
Expires May 30, 2008


NOTARY PUBLIC

My commission expires: