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FLORIDA PROFIT/NON PROFIT CORPORATION

Kathleen Walter Enterprises, Inc.

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ARTICLES OF INCORPORATION
OF
KATHLEEN WALTER ENTERPRISES, INC.

KATHLEEN WALTER ENTERPRISES, INC. hereby adopts these Articles of Incorporation pursuant to the provisions of the Florida Business Corporation Act (the "Act").

ARTICLE I
NAME

The name of the Corporation is KATHLEEN WALTER ENTERPRISES, INC. (the "Corporation").

ARTICLE II
REGISTERED OFFICE

The address of the Corporation's registered office of the Corporation in the State of Florida is 660 U.S. Highway One, 3rd Floor, North Palm Beach, Florida 33408, and the name of the registered agent at such address is Haile, Shaw & Pfaffenberger, P.A.

ARTICLE III
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation's office is c/o Haile, Shaw & Pfaffenberger, P.A., 660 U.S. Highway #1, 3rd Floor, North Palm Beach, FL 33408.

ARTICLE IV
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States, State of Florida, or any other state, country, territory or nation, as the same may be amended and supplemented from time to time.

ARTICLE V
CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) Shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

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ARTICLE VII
LIMITATION ON LIABILITY; INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of shareholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

G. Except to the extent that the Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

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ARTICLE VIII
AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation or the By-Laws and by the laws of the State of Florida, and all rights herein conferred upon stockholders are granted subject to such reservation.

ARTICLE IX
MISCELLANEOUS

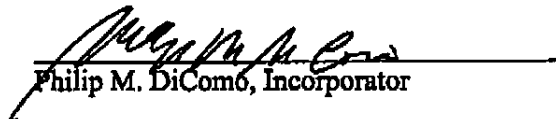
In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

- A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.
- B. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.
- C. The books of the Corporation may be kept at such place within or without the State of Florida as the By-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.
- D. Meetings of the stockholders may be held within or without the State of Florida, as the By-laws may provide.

ARTICLE XI
NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the sole incorporator is Philip M. DiComo, 660 U.S. Highway One, 3rd Floor, North Palm Beach, FL 33408.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 23 day of January, 2008.


Philip M. DiComo, Incorporator

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

Pursuant to the provisions of Sections 607.0501 and 48.091, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: KATHLEEN WALTER ENTERPRISES, INC.
2. The name and address of the registered agent and office are:


Haile, Shaw & Pfaffenberger, P.A.
660 U.S. Highway One, 3rd Floor
North Palm Beach, FL 33408


Philip M. DiComo, Incorporator

Date: January 23, 2008

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

HAILE, SHAW & PFAFFENBERGER, P.A.

By: 
Philip M. DiComo

Date: January 23, 2008

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