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Attorney at Law

JOHN C. GESCH

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May 23, 1995

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

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Attn: New Filings Section

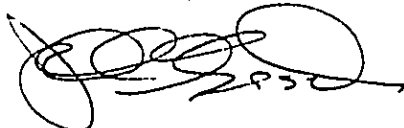
Re: Wallace-Clarke, Inc.

Dear Sir:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Resident Agent for the above-referenced corporation. I am also enclosing my check #5472 in the amount of \$122.50 in payment of filing fees, designation of resident agent and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag
Enclosures

FILED
95 MAY 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

506

ARTICLES OF INCORPORATION
OF
WALLACE-CLARKE, INC.

FILED
55 MAY 26 AM 11:59
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is **WALLACE-CLARKE, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of one dollar (\$1.00) par value common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 5030 Champion Boulevard, Suite 6-165, Boca Raton, Florida 33496.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARIA COHEN	5030 Champion Boulevard Suite 6-165 Boca Raton, Florida 33496
GILBERT COHEN	5030 Champion Boulevard Suite 6-165 Boca Raton, Florida 33496
ANDREW J. GROSS	2337 South Congress Avenue West Palm Beach, Florida 33406

ARTICLE VII. SHAREHOLDERS

The original shareholders and the number of shares of stock they agree to take and the value of the consideration therefor is:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
MARIA COHEN	320	\$320.00
GILBERT COHEN	320	\$320.00
ANDREW J. GROSS	320	\$320.00
DAVID OBERMAN	20	\$ 20.00
ANDREW J. KARAS	20	\$ 20.00

ARTICLE VIII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may

be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARIA COHEN	5030 Champion Boulevard Suite 6-165 Boca Raton, Florida 33496
GILBERT COHEN	5030 Champion Boulevard Suite 6-165 Boca Raton, Florida 33496
ANDREW J. GROSS	2337 South Congress Avenue West Palm Beach, Florida 33406

ARTICLE IX. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	MARIA COHEN
Vice-President	GILBERT COHEN
Vice-President	ANDREW J. GROSS
Secretary-Treasurer	ANDREW J. GROSS

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE XI. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 22 day of May, 1995, for the purpose of forming this corporation under the laws of the State of Florida.


MARIA COHEN


GILBERT COHEN

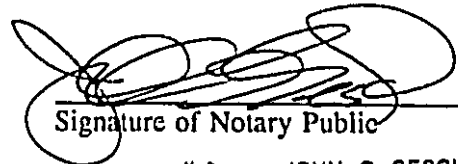

ANDREW J. GROSS

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of May, 1995, by MARIA COHEN, who () is personally known to me or
(X) produced valid FL D.L. as identification, GILBERT COHEN,

who () is personally known to me or ☒ produced valid FL D.L.
as identification, and ANDREW J. GROSS, who (☒ is personally known to me or ()
produced _____ as identification.



Signature of Notary Public

(notary seal)



Stamped or printed name of Notary

Commission No. (if not set forth on
seal): _____

Expiration of Commission (if not set
forth on seal): _____

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST. That **WALLACE-CLARKE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named **MARIA COHEN**, located at 5030 Champion Boulevard, Suite 6-165, Boca Raton, Florida 33496, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.



MARIA COHEN

FILED
95 MAY 26 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA