

P9500044954

100 101 102 103
104 105 106 107
108 109 110 111
112 113 114 115
116 117 118 119
120 121 122 123
124 125 126 127
128 129 130 131
132 133 134 135

TRANSMITTAL LETTER

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

REGISTRATION 15075016
06/07/95--01077--002
*****70.00 *****70.00

SUBJECT:WALL STREET PROFITS, INC

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00

WALL STREET PROFITS, INC
6503 N MILITARY TRAIL #1500
BOCA RATON, FLORIDA 33496

5/23 Fed + 2

ARTICLES OF INCORPORATION
OF
WALL STREET PROFITS, INC

ARTICLE I - NAME

The name of the Corporation shall be:

WALL STREET PROFITS, INC

The principal place of business of this Corporation shall be:

6503 N MILITARY TRAIL #1500
BOCA RATON, FLORIDA 33496

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - ADDRESS

The street address of the initial Registered Office of the Corporation shall be:

6503 N MILITARY TRAIL #1500
BOCA RATON, FLORIDA 33496

The name of the initial Registered Agent of the Corporation at that address shall be:

RICHARD SMITH

ARTICLE VI - OFFICERS AND DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is

RICHARD SMITH
6503 N MILITARY TRAIL #1500
BOCA RATON, FLORIDA 33496

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

RICHARD SMITH
6503 N MILITARY TRAIL #1500
BOCA RATON, FLORIDA 33496

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XI - INDEMNIFICATION

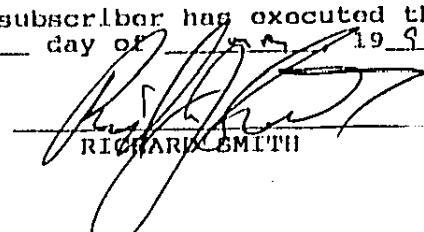
This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

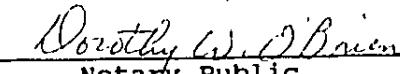
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of May, 1995.


RICHARD SMITH

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared RICHARD SMITH, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal this 24 day of May, 1995.


Dorothy W. O'Brien
Notary Public



DOROTHY W. O'BRIEN
MY COMMISSION # CC272050 EXPIRES
March 30, 1997
BONDED THRU THOMAS FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT OF CORPORATION

Having been named to accept service of process for the above stated Corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 40.091, Florida Statutes, relative to the keeping open of said office.

~~RICHARD SMITH~~

SWORN AND SUBSCRIBED before me, in the State and County last
aforesaid, this 24 day of May, 1995.

Dorothy W. O'Brien
Notary Public



DOROTHY W. O'BRIEN
MY COMMISSION # CC272859 EXPIRES
March 30, 1997
DONALD THRU THY FARM INSURANCE, INC.

95 JBL-6 PH 2:23