

P960000028003

R.J. DUFFEY
216 Costello Road
West Palm Beach, Florida 33405
(407) 582-2718

SECRET 17564345
-003/25/96--01066--006
*****70.00 *****70.00

March 22, 1996

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

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with you office, along with a check in the amount of \$70.00 for the filing fee.

Please return a stamped copy of the Articles of Incorporation to me at the following address:

R.J. Duffey
216 Costello Road
West Palm Beach, FL 33405

If you have any questions, do not hesitate to contact me.

Sincerely,


R.J. Duffey

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 25 PM 4:15

FILED

26-1-96
4/1/96

**ARTICLES OF INCORPORATION
WALNUT TREE FUND, INC.
A FOR PROFIT CORPORATION**

96 MAR 25 PM 4:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation for profit under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: WALNUT TREE FUND, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a for profit corporation. The general purpose for which this corporation is formed to transact business as an artist and for artists, and for any other legitimate business purpose.

ARTICLE IV

The corporation is organized upon a common stock basis as defined by Florida Statutes. There will be One Thousand (1,000) shares of common stock issued by the company.

ARTICLE V

The street address of the initial principal office of the corporation is: 216 Costello Road, West Palm Beach, Florida, 33405.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of

directors. The initial number of directors of the corporation shall be one; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The Board of Directors shall be limited to a maximum of 5 members.

The director named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on the 15th day of December, 1996, at 9:00 a.m., at 216 Costello Road, West Palm Beach, Florida, 33405, at which time an election of directors shall be held.

Directors elected at the first meeting, and at all times thereafter, shall serve for a term of one year until the next annual meeting of members following the election of directors and until the qualifications of the successors in office. Annual meetings shall be held at 9:00 a.m., on the 1st day of June of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed

under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and residential address of the person who will serve as the initial director is: ROBERT J. DUFFEY.

ARTICLE VII

The incorporator is a resident of Palm Beach County, Florida.

ARTICLE VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporation Act of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE IX

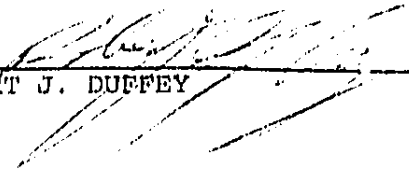
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

ARTICLE X

The name and street address of the registered agent is:

ROBERT J. DUFFEY, 216 Costello Road, West Palm Beach, Florida,
33405.

I, the undersigned, being the incorporator of this
corporation, for the purposes of forming a for profit corporation
under the laws of Florida, has executed these Articles of
Incorporation on this 21 day of MARCH, 1996.



ROBERT J. DUFFEY

WALNUT TREE FUND, INC.

A FOR PROFIT CORPORATION

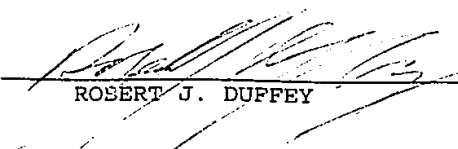
Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered officer/registered agent, in the State of Florida.

1. The name of the corporation is WALNUT TREE FUND, INC.
2. The name and address of the registered agent and office is: ROBERT J. DUFFEY, 216 Costello Road, West Palm Beach, Florida, 33405.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

ROBERT J. DUFFEY
216 Costello Road
West Palm Beach, Florida 33405

BY:


ROBERT J. DUFFEY

DATED MARCH 21, 1996

FILED
96 MAR 25 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA