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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 2, 1996

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

via FED EX

RE: INCORPORATION OF WALL STREET
ATLANTIC RECOVERY CORPORATION

Dear Sirs:

We have enclosed the proposed Articles of Incorporation for the above referenced corporation along with the necessary fee of \$122.50

With our best regards,


Joseph A. Sutton
Director

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****122.50 ****122.50

PH: (305) 899-8300
PH: (305) 899-8333
FAX: (305) 899-8110

JOSEPH A. SUTTON

WALL STREET MORTGAGE BANKERS INC.
EAGLE NATIONAL BANK BUILDING
10800 BISCAYNE BOULEVARD
SUITE 420
NORTH MIAMI, FLORIDA 33161

PH 5/13/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by and through these Articles, set forth:

ARTICLE ONE NAME

The name of the corporation is:

WALL STREET-ATLANTIC RECOVERY CORPORATION, INC.

ARTICLE TWO DURATION

The term of existence of this corporation is perpetual.

ARTICLE THREE PURPOSE

The general nature of the business or business to be transacted by the corporation, which shall include, without limitations, the authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful business or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under chapter 607, Florida Statutes, is as follows:

(1) To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease purchase, or otherwise acquire, and to own, use, hold (including holding for investment) sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein; to take lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property chattels real, rights, easements, privileges, choses in action, notes, bonds, rights mortgages, and security as may lawfully be acquired, held or dispose of, and to acquire, purchase, sell, assign, transfer, dispose of, and general deal with, as principal, agent, broker, and any lawful capacity, mortgages and other interest in real, personal and mixed properties; to carry on a general construction, contracting, building, and realty management business, as principal, agent representative, contractor, subcontractor and in any other lawful capacity.

(2) To carry on a general mercantile, industrial investing service or trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service maintain, alter, buy, sell, import, export, license and licenser, and licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, finished, processed and other real, personal, and mixed property of any and all kinds, including services together with the components, resultants and by products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to sold and subscribe toward the construction, acquisition or improvements of any factories, shops, storehouse, building, and commercial retail, and service establishment of every character, including, without limitation, all equipment, fixtures, machinery, implements and supplies necessary, or incidental to or connected with, any of the purposes or businesses of the corporation; and generally to perform any and all acts proper or necessary for the purpose of the business; including the ownership and control of the other corporations and serving as partner in partnerships foreign or domestic.

(3) To apply for, register, obtain, purchase lease take, licenses in respect of or otherwise acquire, and to hold own, use, operate develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise of, and, in any manner deal with and contract with reference to:

(a) inventories, devices, formulas, processes and any improvements and modifications thereof;

(b) letters, patents rights, patents processes, copyrights, designs, and similar rights, trademarks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of United States of America or any state subdivision thereof, or of any foreign country or subdivision thereof, and all rights, connected therewith or pertaining thereto;

(c) franchise, licenses, grants and concessions.

(4) To engage in any and all real estate activities both domestic and foreign and to engage in the purchase and sale of all kinds of real estate property.

ARTICLE FOUR **CAPITAL STOCK**

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be five hundred (500) shares. Each share representing 1/500th of the ownership of the company. The corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE **REGISTERED OFFICE AND AGENT**

The street address of the initial registers agent of this corporation is:
10800 BISCAYNE BOULEVARD
SUITE 420
N. MIAMI, FLORIDA 33161

The name of the initial agent of this corporation at that address is:
JOSEPH A. SUTTON

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

JOSEPH A. SUTTON
10800 BISCAYNE BOULEVARD
SUITE 420
N. MIAMI, FLORIDA 33161

ARTICLE SEVEN
INCORPORATORS

The name and address of the person signing these article is:

JOSEPH A. SUTTON
10800 BISCAYNE BOULEVARD
SUITE 420
N. MIAMI, FLORIDA 33161

ARTICLE EIGHT
BY-LAWS

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by the board of directors.

ARTICLE NINE
ADDRESS

This corporation shall be located in the State of Florida, County of Dade, City of North Miami, at 10800 Biscayne Boulevard, Suite 420 and its corresponding zip code is 33161.

IN WITNESS WHEREOF, the undersigned, incorporator has executed these Articles of Incorporation which are acknowledged to be filed in the Office of the Secretary of State, signed this 17th day of April in the office of the Secretary of State, signed in 1996.

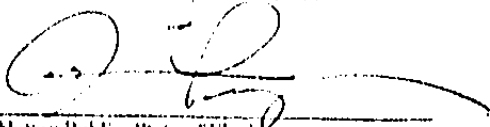


JOSEPH A. SUTTON

STATE OF FLORIDA)
: ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida and County set

forth above, personally appeared JOSEPH A. SUTTON, known to me and known by me to be the person who requested the foregoing Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this


Notary Public, State of Florida



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STATE OF FLORIDA

CERTIFIED DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE. NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance to chapter 48.091 Florida Statutes, the
following is submitted in compliance with said Act:

FIRST, THAT: **WALL STREET-ATLANTIC RECOVERY CORPORATION, INC.**

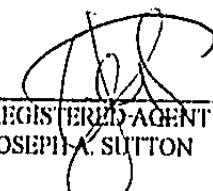
desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles OF Incorporation in the City of North Miami, County of Dade and State of Florida, has named:

JOSEPH A. SUTTON

residing at 911 South 13th Avenue Hollywood, Florida 33019 as its agent to accept services of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above stated Corporation, at the place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of this Act, relative to keeping open said office.


REGISTERED AGENT
JOSEPH A. SUTTON