

P96000050317

LAFF, RAITT, HEUER & WEISS
PROFESSIONAL CORPORATION

SUITE 2400
ONE WOODWARD AVENUE
DETROIT, MICHIGAN 48220
TELEPHONE (313) 961-8380
TELEFACSIMILE (313) 961-8388

MONROE
MONTGOMERY

Lesley A. Gaber

June 3, 1996

100001858991
-05/12/96--01011--009
*****70.00 *****70.00

Florida Department of Commerce
Corporation and Securities Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN 10 AM 8:44

RE: Articles of Incorporation: Wallace Management Services Co.

Dear Sir/Madam:

Enclosed please find one original and one (1) copy of the Articles of Incorporation for Wallace Management Services Co. I have also enclosed a check in the amount of \$70.00 to cover the requisite filing fee. Please time-stamp the copy and return it to me in the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to call.

Very truly yours,

LAFFE, RAITT, HEUER & WEISS,
Professional Corporation



Lesley A. Gaber

LAG/tmc
Enclosure
B149375.1

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
WALLACE MANAGEMENT SERVICES CO.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 AM 8:44

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: **Wallace Management Services Co.**

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: **1620 St. David's Lane, Vero Beach, Florida 32967**

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: **100,000**

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS: **N/A**

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS: **N/A**

_____	_____
_____	_____
_____	_____

* Optional

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES	RELATIVE RIGHTS	PREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: No preemptive rights are granted.

***SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:**

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1620 ST. DAVID'S LANE, VERO BEACH, FLORIDA 32967, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS JOHN F. WALLACE.

***NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS _____, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:**

TENTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS:

Mr. Rick Inatome
1800 West Maple Road
Troy, Michigan 48084

• **Optional**

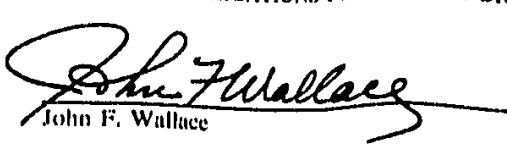
THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 29th DAY OF May, 1996.


Rick L. Smith

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.:
JOHN F. WALLACE IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR
IN SECTION 607.0505.

DATE May 29, 1996.


John F. Wallace

B146959.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 AM 8:46

* Optional