THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 210666 11301A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 6, 1997

ORDER TIME : 8:58 AM

ORDER NO. : 210666-005

CUSTOMER NO:

11301A

4110002046574--2 01/06/97--01026--014 *****70.00 ******70.00

CUSTOMER: Cort A. Neimark, Esq

NEIMARK GREENE & NADEL

Suite 602

800 Corporate Drive

Ft. Lauderdale, FL 33334

DOMESTIC FILING

NAME:

WALSH FINANCIAL CONSULTANTS.

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

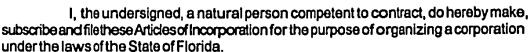
EXAMINER'S INITIALS:

DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

WALSHFINANCIAL CONSULTANTS, INC.



ARTICLE! NAME OF CORPORATION

The name of this Corporation shall be:

WALSH FINANCIAL CONSULTANTS, INC.

ARTICLEII GENERAL NATURE OF BUSINESS

Thegeneral nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

The total authorized capital stock of this Corporation is 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLEIV TERMOFEXISTENCE

The Corporation shall exist perpetually.

ARTICLEV ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

Theinitial street address of the principal office of this Corporation in the State of Florida is 3111 University Drive, Suite 1050, Coral Springs, FL33065. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLEVI NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director(s).



ARTICLE VII INCORPORATOR

The name and street address of the Incorporator of these articles is:

JOHN WALSH, SR. 3111 University Drive Suite 1050 Coral Springs, FL 33065

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3111 University Drive, Suite 1050, Coral Springs, FL33065 and the name of the initial registered agent of the Corporation at that address is JOHN WALSH, SR.

ARTICLE IX COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.

JOHN WALSH, SR., INCORPORATOR

STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JOHN WALSH, SR., to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal.

Notary Public

CORT A. NEIMARK

Print, stampor type as commissioned

⊠ersonally known to me, or □Produced Identification:

(type of identification)

CORT A. NEIMARK
Notary Public, State of Florida
My Comm. Expires Nov. 21, 1999
No. CC 493923
Bonded The Official Mutary Service
1-(900) 723-0121

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

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That WALSH FINANCIAL CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 3111 University Drive, Suite 1050, Coral Springs, FL 33065, and JOHN WALSH, SR. as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JOHNWALSH, SR., REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JOHN WALSH, SR., to me known to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal.

CORT A. NRIMARK
Notary Public, State of Florida
My Comm. Expires Nov. 21, 1990
No. CC 493923
Roaded Thru Official Metara Berrain
1—900) 723-0121

c:\corp\walsh.art

Notary Public

CORT A. NEIMARC
Print, stamper type as commissioned

⊯Personally known to me, or □Produced Identification:

(type of identification)

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