

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Walsh & Sons
Enterprises, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File		
000002058150--0		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN
Will Pick Up

ARTICLES OF INCORPORATION
OF
WALSH & SONS ENTERPRISES, INC.

FILED
97 JAN 14 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WALSH & SONS ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. There shall be only one class of stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation are as follows: JAMES T. WALSH, 7969 C.R. 133, Wildwood, FL 34785. The principal office address for the corporation is the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be greater than (9) nine. The names and addresses of the initial director of this corporation is:

JAMES T. WALSH	7969 C.R. 133, Wildwood, FL 34785
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LINDA WALSH	7969 C.R. 133, Wildwood, FL 34785
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ARTICLE VIII - OFFICERS

The officers of the corporation shall be a President and a Secretary/Treasurer who shall be elected annually and any other officers provided for in the By-Laws. The Secretary and Treasurer may be two offices. The name of the persons who are to serve as officers of the corporation until the first election are:

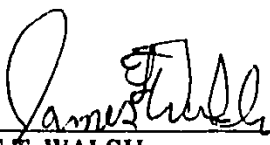
OFFICER	NAME AND RESIDENCE
President/Vice President	James T. Walsh 7969 C.R. 133, Wildwood, FL 34785
Secretary/Treasurer	Linda Walsh 7969 C.R. 133, Wildwood, FL 34785

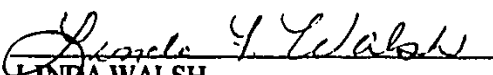
ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

JAMES T. WALSH, 7969 C.R. 133, Wildwood, FL and LINDA WALSH,
7969 C.R. 133, Wildwood, FL 34785.

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 1 day of January, 1997.

x 
JAMES T. WALSH

x 
LINDA WALSH

STATE OF FLORIDA)

: SS.

COUNTY OF LAKE)

Before me, a Notary Public, duly authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES T. and LINDA WALSH, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county named above this 7th day of January 1997.

Notary Public
My commission expires:

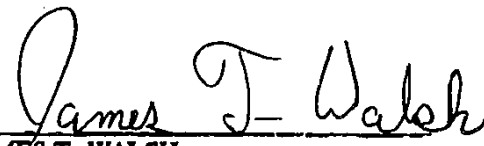
My commission expires:



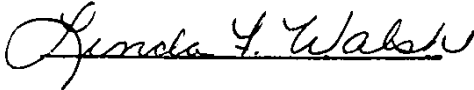
Faggy L. Abraham
MY COMMISSION # 00561535 EXPIRES
September 2, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Secretary of State
State of Florida
Tallahassee, FL 32399

I hereby am familiar with and accept the duties and responsibilities as resident agent for WALSH & SONS ENTERPRISES, INC., effective with the date of this incorporation. I will continue to act and serve in that capacity until such time as I notify you of my resignation from that function.


JAMES T. WALSH

Attest:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA