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1-23-97

Requestor's Name
William Segal
 Address
20801 Biscayne Blvd. #304
Aventura, FL 33180
 City State ZIP Phone
#682-1110

DIATION ONLY

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 ***122.50 ***122.50

CORPORATION(S) NAME

Walker Classic, Inc.

FILED
 97 JAN 24 PM 12:54
 RECEIVED
 97 JAN 24 AM 11:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
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Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

LAW OFFICES
WILLIAM J. SEGAL, P.A.

20801 BISCAYNE BOULEVARD

SUITE 304

AVENTURA, FLORIDA 33180

WILLIAM J. SEGAL

OF COUNSEL

FRANKLIN J. SIEGEL

GARY R. SASLAW

TELEPHONE
(305) 682-1110

TELEFAX
(305) 682-1500

January 22, 1997

VIA COURIER

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

Re: **WALKER CLASSIC, INC.**

To Whom It May Concern:

Enclosed please find original and two copies of Articles of Incorporation of the above-referenced corporation. Also enclosed is a check in the sum of \$122.50 representing the following:

Filing fee	\$ 35.00
Registered Agent's fee	35.00
Fee for certified copy	52.50

Total: \$122.50

Once the Articles of Incorporation have been filed, please give the certified copy to the courier for return to our office.

Very truly yours,

WILLIAM J. SEGAL, P.A.

By


William J. Segal, Esq.

WJS/jt
Enclosure

**ARTICLES OF INCORPORATION
OF
WALKER CLASSIC, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is:

WALKER CLASSIC, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of
the corporation shall be:

20855 NE 16th Avenue
Suite C-9
North Miami Beach, Florida 33179

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of trans-
acting any and all lawful business for which corporations may be
incorporated in accordance with applicable Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of
one class of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of
this corporation is:

20855 NE 16th Avenue
Suite C-9
North Miami Beach, Florida 33179

and the name of the initial registered agent of this corporation
is:

Michael Rosen

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time as provided for by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Michael Rosen
19530 NE 19th Place
North Miami Beach, FL 33179

Richard A. Waldinger
11 Ridge Road
Searingtown, NY 11507

ARTICLE VIII - INCORPORATORS

The name and address of the person signing the Articles of this corporation is:

Michael Rosen
19530 NE 19th Place
North Miami Beach, FL 33179

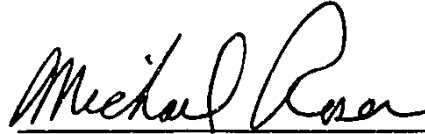
ARTICLES IX - BY-LAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Laws.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 23rd day of January, 1997.

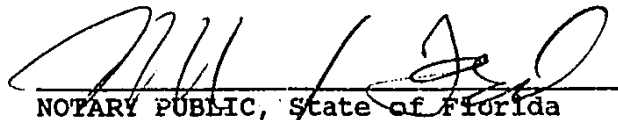


MICHAEL ROSEN, Incorporator

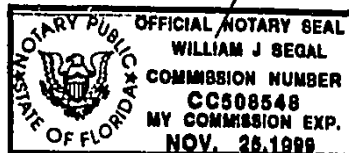
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared MICHAEL ROSEN, who is personally known to me, or who produced Fla Drivers License as identification, to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of January, 1997.


NOTARY PUBLIC, State of Florida

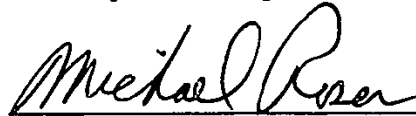
My Comm. Expires:



**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

FILED
97 JAN 24 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



MICHAEL ROSEN, Registered Agent

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