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CW

1069 South Mianasse Road • Suite 1336 • Orlando, Florida • 32835
(407) 522-9063 Fax (407) 521-9023

14 Metrotech Center • Brooklyn, New York • 11201
(718) 694-6976 Fax (718) 694-6953

COLEMAN WALLACE ENTERPRISES, INC.

February 11, 1997

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

800002087658--9
-02/14/97--01024--006
*****122.50 *****122.50

Re: Incorporation for Coleman Wallace Enterprises, Inc.

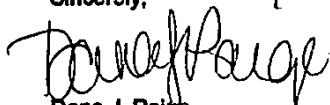
To Whom It May Concern:

Enclosed, please find the Articles of Incorporation (original and two copies) for Coleman Wallace Enterprises, Incorporated.

Also enclosed is a check in the amount of \$122.50 for the filing fee and certified copy.

Your prompt attention to this matter is appreciated. Should you have any further questions, do not hesitate to contact me at (407) 522-5240.

Sincerely,



Dana J. Paige
Vice President

attachments

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97 FEB 14 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 18 1:55B

The Undersigned incorporators, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be: **Coleman Wallace Enterprises, Incorporated**

ARTICLE II. THE PRINCIPAL OFFICE

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

**1069 S. Hiwassee Road, #1336
Orlando, Florida 32835**

ARTICLE III. SHARES

The number of shares of common stock that this corporation will have the authority to issue is 4,500, each having a par value of \$1.00.

Each shareholder of record shall have one vote for each share of stock in his/her name on the books of the corporation and be entitled to vote.

The corporation shall have the right to impose restrictions on the transfer of shares of the corporation.

A quorum, for the purpose of stockholder meetings, will consist of a majority of the shares issued and outstanding and entitled to vote at the meeting.

When a quorum is present, and when the statutes requires a two-thirds vote of the shares entitled to vote, the affirmative vote of a majority of the shares issued and outstanding and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**John A. Coleman
1069 S. Hiwassee Rd., #1336
Orlando, Florida 32835**

ARTICLE V. INCORPORATORS

The name and address of the incorporator is:

**John A. Coleman
1069 S. Hiwassee Rd., #1336
Orlando, Florida 32835**

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TALLAHASSEE, FLORIDA

ARTICLE VI BOARD OF DIRECTORS

The names and streets addresses of the initial Board of Directors are:

Names:

John A. Coleman

William Wallace IV

Diane Kennard

Addresses:

1069 S. Hiawasse Rd., #1336
Orlando, Florida 32835

54 Midwood Street
Brooklyn, New York 11225

84-50 Austin Street, #7A
Kew Gardens, New York 11415

ARTICLE VII NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE VIII TERM OF EXISTENCE

The existence of this corporation is perpetual.

ARTICLE IX MISCELLANEOUS

To the fullest extent permitted by the Corporation Code, as the same exists or may hereafter be amended, a Director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 19 97.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Coleman Wallace Enterprises, Inc.

2. The name and address of the registered agent and office is:

John A. Coleman
(NAME)

1069 S. Hiawassee Rd. #1336
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Florida 32835
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John A. Coleman
(SIGNATURE)

2/7/97
(DATE)