

P97000019400

TRANSMITTAL LETTER

FROM:

Name of corporation: WAL MENA INTERNATIONAL, INC.

Street address of the corporation 5313 AVENAL DRIVE

City LUTZ State FL ZIP 33549

DEAR CORPORATIONS DIVISION:

Please find enclosed:

- 1. An original Articles of Incorporation and one copy for the above named corporation
- 2. A certified check or money order in the amount of \$ _____ for filing fees.

A certified copy is is not requested.

If a certified copy is requested, the additional fee in the amount of \$ _____ is enclosed.

FILED
 97 FEB 25 PM 1:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 -02/26/97-01002--005
 ****122.50 ****122.50

[Handwritten initials]
 3/2/97

Please send responses or receipts concerning this filing to the above address. Thank you very much.

2/17/97 Will B. Walker PRESIDENT WILLIAM B. WALKER
 Date Signature of Incorporator Name of Incorporator
(813) 949-1550
 Telephone

ARTICLES OF INCORPORATION
of

WAL MENA INTERNATIONAL, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned Incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

FILED
91 FEB 25 PM 1:51
TAMPA OFFICE OF STATE
CORPORATION

Article 1. The name of the Corporation is:

WAL MENA INTERNATIONAL, INC.

Article 2. The principal place of business and mailing address of this corporation is:

5313 AVENAL DRIVE, LUTZ, FL 33549

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

JORGE R. MENA, 9422 ROCK ROSE DRIVE, TAMPA, FL 33647

Article 5. The name and street address of the incorporator of this corporation is:

WILLIAM B. WALKER, 5313 AVENAL DRIVE, LUTZ, FL 33549

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date below. The undersigned Incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the Incorporator is at least eighteen years of age.

2/19/97 William B. Walker PRESIDENT WILLIAM B. WALKER
Date Signature of Incorporator Name of Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

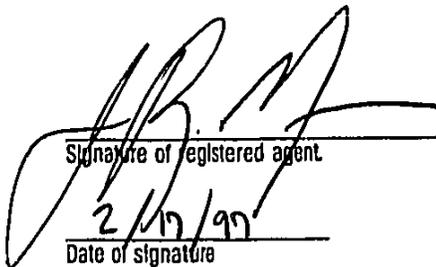
JORGE R. MENA
Name

9422 ROCK ROSE DRIVE
Street address

TAMPA, FL 33649
City/State/ZIP

FILED
97 FEB 25 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as the 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.



Signature of registered agent
Vice President
2/17/97
Date of signature