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3/06/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: WALLAN & COMPANY, INC.

AUDIT NUMBER.....H97000003928

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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97 MAR -7 PM 12:00
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3/7/97

H97-3928

ARTICLES OF INCORPORATION

FILED

97 MAR -7 PM 12:00

Article 1: Name of Corporation WALLAN & COMPANY, INC.
Address of Corporation 11020 SOUTHWEST 42nd COURT
DAVIE, FLORIDA 33328

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of none. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE:

and
REGISTERED AGENT: GLEN HENDERSON
4431 SOUTHWEST 64th AVENUE
DAVIE, FLORIDA 33314

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.


Signature of Registered Agent 3/4/97
Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. JOHN KNUDSON
122 FIRST STREET
HALLANDALE, FLORIDA 33001

Article 5: The Name and Address of the INCORPORATOR is:

JOHN KNUDSON
122 FIRST STREET
HALLANDALE, FLORIDA 33001

In witness whereof I have subscribed my name


Signature of Incorporator

JOHN KNUDSON

H97-3928

Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571