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LAW FIRM OF
JAMES L. ESSENSON
ATTORNEY AND COUNSELOR AT LAW
FLORIDA NEW YORK
2071 MAIN STREET
SARASOTA, FLORIDA 34237

97 MAR -7 AM 9:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(941) 954-0303
FAX (941) 951-7739

JAMES L. ESSENSON
HILARY FRIDSHAL

IN ASSOCIATION WITH:
BERKOWITZ & PACE
BUFFALO, NEW YORK

March 4, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

900002107699--8
-03/07/97--01101--004
*****70.00 *****70.00

RE: Filing Articles of Incorporation for Westland
Bookkeeping and Secretarial Services, Inc.

Dear Sir or Madam:

With reference to the above matter, please find enclosed the following:

- 1. Articles of Incorporation for Westland Bookkeeping and Secretarial Services, Inc.
- 2. Check #9590, in the amount of \$70.00, made payable to the "Secretary of State".

Please file the Articles of Incorporation and return the same to the undersigned in the self-addressed, stamped envelope enclosed. If you have any questions, please advise.

Very truly yours,

THE LAW FIRM OF JAMES L. ESSENSON

By: James L. Essenson

3/13/97
FB

JLE\hf
Enclosures
cc: Linda Fridshal
fridshalwestland.fl

ARTICLES OF INCORPORATION
OF
WESTLAND BOOKKEEPING AND SECRETARIAL SERVICES, INC.

FILED
MAR - 7 1989
TALLAHASSEE STATE
FLORIDA

ARTICLE ONE

Name of Corporation. The name of this corporation shall be Westland Bookkeeping and Secretarial Services, Inc.

ARTICLE TWO

General Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE THREE

Authorized Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be seventy-five hundred (7,500) of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

Preemptive Rights. The corporation elects to have preemptive rights in accordance with §607.0630(2), Fla. Stat. (1989).

ARTICLE FIVE

Term of Existence. This corporation is to exist perpetually unless dissolved according to law.

ARTICLE SIX

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 3770 Amapola Lane, Sarasota, Florida 34238, and the name of the initial registered agent of this corporation at that address is Linda Fridshal.

ARTICLE SEVEN

Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and addresses of the initial director of the corporation is:

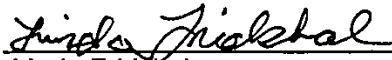
Linda Fridshal
3770 Amapola Lane
Sarasota, Florida 34238

ARTICLE EIGHT

Incorporator. The name and address of the person signing these Articles is:

Linda Fridshal
3770 Amapola Lane
Sarasota, Florida 34238

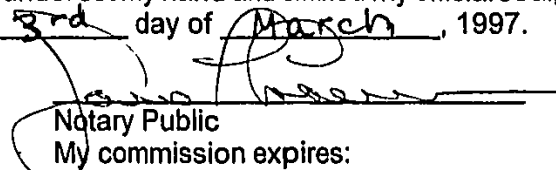
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 3rd day of March, 1997


Linda Fridshal

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Linda Fridshal, who is personally known to me or has produced _____ as identification, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 3rd day of March, 1997.


Notary Public
My commission expires:



JAMES L. ESSENSON
My Commission CC488932
Expires Jun. 07, 1999
Bonded by ANB
800-882-8878

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:
Westland Bookkeeping and Secretarial Services, Inc., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business at 3770 Amapoia Lane,
Sarasota, Florida 34238, has named Linda Fridshal as its agent to accept service of
process within Florida.

FILED
MAR 7 9 39 AM '97
STATE OF FLORIDA



Linda Fridshal, Incorporator

REGISTERED AGENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



Linda Fridshal

Dated: March 3, 1997