

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

PAID

_____ of _____ No.
 RE: Wall Street Executives
INC.

29944

DISCU

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR -2 PM 1:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1097-7477

Art. of Amend. Fila
 Dissolution/Withdrawal
 C U S.
 Fictitious Name Fila
 Name Reservation
 Annual Report/Statement
 Reg. Agent Service
 Document Filing
 Corporate Kll
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 Fila
 UCC 11 Search
 UCC 11 Retrieval
 Fila No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

Fee.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

REQUEST TAKEN CONFIRMED APPROVED
 DATE 4/1/97
 TIME 9:40
 BY CD

K.R. APR - 2 1997

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Month.

THANK YOU
 from
 Your Capital Conn



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

CAPITAL CONNECTION INC.

TALLAHASSEE, FL

SUBJECT: WALL STREET EXECUTIVES INC.
Ref. Number: W97000007477

We have received your document for WALL STREET EXECUTIVES INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

SEE R.A. SIGNATURE*****

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00016277

Corrected

97 APR -2 11 10 01

ARTICLES OF INCORPORATION
OF
WALL STREET EXECUTIVES, INC.

FILED
97 APR 22 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is WALL STREET EXECUTIVES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 7108 Fairway Drive, Suite 260, Palm Beach Gardens, Florida 33418.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INTIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Brian S. Marro, 7108 Fairway Dr, Suite 260, Palm Beach Gardens, Florida 33418.

ARTICLE V: INCORPORATOR

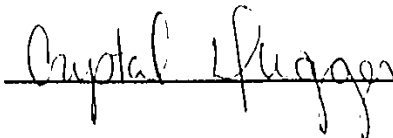
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INTIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Brian S. Marro, 7108 Fairway Drive, Suite 260, Palm Beach Gardens, Florida 33418.

The undersigned has executed these Articles of Incorporation this 1st day of April 1997.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"



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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: WALL STREET

Executives, INC

2. The name and street address of the registered agent and office is: BRIAN S. MARLO

7108 FMW Way Drive Suite 260

PBB, FL 33418

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STATE
TALLAHASSEE

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.

