

**MICHAEL J. BRUTZ**  
**ATTORNEY AT LAW**

2351 WEST EAU GALLIE BOULEVARD  
SUITE 1  
MELBOURNE, FLORIDA 32935

Phone (407) 752-4810  
Fax (407) 752-3969

JULY 22, 1997

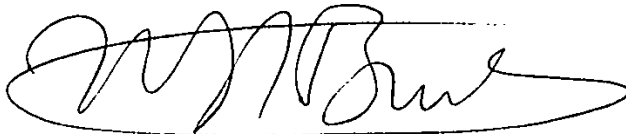
CORPORATE RECORDS BUREAU  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: WALTON INVESTMENTS, INC.

DEAR SIRs,

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR THE ABOVE REFERENCED CORPORATION ALONG WITH MY CHECK IN THE AMOUNT OF \$70.00. PLEASE FORWARD A COPY TO ME AT THE ABOVE ADDRESS AFTER THE FILING.

VERY TRULY YOURS,



MICHAEL J. BRUTZ

600002248226--3  
-07/25/97--01101--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 25 AM 9:59

6/29/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 25 AM 9:59

ARTICLES OF INCORPORATION OF  
WALTON INVESTMENTS, INC.

ARTICLE I

Name

The name of this Corporation is WALTON INVESTMENTS, Inc.

ARTICLE II

Duration

The Corporation shall have a perpetual existence.

ARTICLE III

Purpose

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The initial registered office and principal business address of this Corporation shall be 3200 NORTH WICKHAM ROAD, SUITE 2, Melbourne, FL, 32935 and the initial registered agent of this Corporation at such office shall be G. WAYNE WALTERS, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI  
Initial Board of Directors


The Initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time, by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than four (4). The name and address of the Director constituting the Initial Board of Directors is:

NAME	ADDRESS
G. WAYNE WALTERS	3200 N. WICKHAM RD., #2 MELBOURNE, FL 32935
MICHAEL TIPTON	3200 N. WICKHAM RD., #2 MELBOURNE, FL 32935

ARTICLE VII  
Incorporator

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
G. WAYNE WALTERS	3200 N. WICKHAM RD., #2 MELBOURNE, FL 32935
MICHAEL TIPTON	3200 N. WICKHAM RD., #2 MELBOURNE, FL 32935

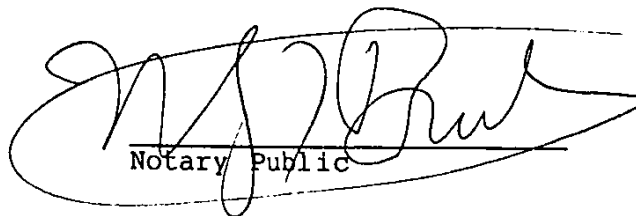
  
G. WAYNE WALTERS

  
MICHAEL TIPTON

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation for WALTON INVESTMENTS, Inc. were acknowledged before me this 23 day of

July, 1997 by G. WAYNE WALTERS and MICHAEL TIPTON as  
Incorporators.

  
Notary Public

My Commission expires:




MICHAEL J. BRUTZ  
My Commission CG335250  
Expires Feb. 23, 1998  
Bonded by HAI  
800-422-1855

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUL 25 AM 9:59

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WALTON INVESTMENTS, Inc., G. WAYNE WALTERS agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

  
G. WAYNE WALTERS  
3200 N. WICKHAM RD., #2  
MELBOURNE, FL 32935

Dated: 7/23/97

P97000065276



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 476649 10910A

AUTHORIZATION :

*Patricia Pyjute*

COST LIMIT : \$ 70.00

ORDER DATE : July 28, 1997

ORDER TIME : 12:29 PM

ORDER NO. : 476649-005

100002250021--8

CUSTOMER NO: 10910A

CUSTOMER: Daniel S. Mandel, Esq  
MANDEL SIMOWITZ WEISMAN &  
SCHERER DIAZ, P.A.  
Suite 300  
2101 Corporate Boulevard Nw  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: WEMA INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

CALLING FOR FILING  
JUL 29 1997  
97 JUL 29 AM 8:55  
FILING

SN JUL 29 1997

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ARTICLES OF INCORPORATION  
OF  
WEMA INVESTMENTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WEMA INVESTMENTS, INC.

The address of the principal office of this corporation shall be 2101 Corporate Boulevard, Suite 300, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 28, 1997.

CORPORATION SERVICE COMPANY

By: \_\_\_\_\_

*Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby

Its Agent, Gail Shelby

TSY/acp