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October 31, 1997

Secretary of State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/04/97--01054--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: WALTERS & WEINSTEIN, INC.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy of the articles (\$52.50). Please forward the certified copy of the articles to me.

Thank you for your attention to this matter.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Steven R. Weinstein

cc: Steven R. Weinstein, Esq.

FILED  
97 NOV -4 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MI-47118.01

me 11/5/97

**ARTICLES OF INCORPORATION  
OF  
WALTERS & WEINSTEIN, INC.**

**FILED**  
97 NOV -4 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of WALTERS & WEINSTEIN, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation (the "Corporation") is Walters & Weinstein, Inc.

**ARTICLE II**

**ADDRESS**

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV**

**PURPOSE**

The purpose of the Corporation shall be to engage in any and all activities permitted by the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Steven R. Weinstein.


**ARTICLE VII**

**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Steven R. Weinstein	c/o Kirkpatrick & Lockhart LLP 20 <sup>th</sup> Floor 201 South Biscayne Boulevard Miami, Florida 33131

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 31st day of October, 1997.

  
\_\_\_\_\_  
Steven R. Weinstein,  
Incorporator

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**WALTERS & WEINSTEIN, INC.**

Having been named to accept service of process for Walters & Weinstein, Inc. at the place designated in the foregoing Articles of Incorporation, Steven R. Weinstein agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

**DATE: October 31, 1997**

  
\_\_\_\_\_  
Steven R. Weinstein

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA