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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WALTER T. AZPELL SR., INC.

AUDIT NUMBER.....H97000019885

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

CERT. OF STATUS..0

PAGES.....(4)

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ARTICLES OF INCORPORATION
OF

WALTER T. AZPELL SR., INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation will be Walter T. Azpell, Sr., Inc.

ARTICLE II - PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III - STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock at \$1.00 per share.

ARTICLE IV - TERM

This corporation will have perpetual existence.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at: 6278 N. Federal Highway, Suite 216, Fort Lauderdale, Florida 33308.

ARTICLE VI - INITIAL INCORPORATOR

The name and address of the initial incorporator of this corporation is: Walter T. Azpell, Sr., 6278 N. Federal Highway, #216, Fort Lauderdale, Florida 33308.

Prepared by:
Sheldon Golding, Esq.
800 S.E. 3 Avenue, #300
Fort Lauderdale FL 33316
Florida Bar No. 137191
Telephone: (954) 763-2122
Fax No.: (954) 462-0128

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ARTICLE VII - INITIAL OFFICER(S) AND DIRECTOR(S)

The initial officer and director is:

President/Director: Walter T. Azpell, Sr.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The registered agent and street address of the registered office of this corporation is: Sheldon Golding, P.A., Attorney at Law, 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33308.

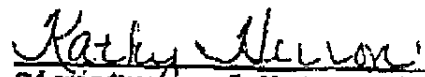
IN WITNESS WHEREOF, the undersigned, as initial incorporator, has executed the foregoing Articles of Incorporation on this 1st day of December, 1997.


WALTER T. AZPELL, SR.

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

The foregoing Articles of Incorporation was executed and acknowledged before me by WALTER T. AZPELL, SR., who produced _____ as identification, or is personally known to me, and who did/did not take an oath, on this 1st day of December, 1997.

(seal)


Signature of Notary Public
Kathy Heaton
Printed Name of Notary Public
November 10, 2001
Expiration Date of Commission

My Commission Expires NOV. 10, 2001

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**CERTIFICATE ACCEPTING APPOINTMENT AS
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Floridas Statutes, the following is submitted:

WALTER T. AZPELL, SR., INC. desiring to organize under the laws of the State of Florida, with its principal office located at 6278 N. Federal Highway, #216, Fort Lauderdale, Florida 33308 has named Sheldon Golding, P.A., Attorney at Law, whose address is 800 S.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open, pursuant to law.

Dated: December 2, 1997.

SHELDON GOLDING, P.A.

By:

Sheldon Golding
SHELDON GOLDING, Attorney at Law

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