

P980000063989

To SECRETARY OF THE STATE:

"JANE WALTERS, INC."

600002592626--G
-07/20/98--01023--009
*****70.00 *****70.00

PLEASE SEND IN CARE OF: MARK J. HOLLANDER
9360 SUNSET DRIVE, SUITE 287
MIAMI, FLORIDA 33173

TEL: 305-273-8606
FAX: 305-271-7035

FILED
98 JUL 20 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 21 1998
[Signature]

u

FILED
98 JUL 20 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
JANE WALTERS, INC.

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

JANE WALTERS, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

6566 Sweet Maple Lane
Boca Raton, Fl 33433

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

Prepared by
Jane Walters
6566 Sweet Maple Lane
Boca Raton, Florida 33433
(561)487-0899

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows:

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	1,000	\$ 1.00

ARTICLE V

The amount of capital this corporation will begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have ONE director initially. The number of Directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successor is chosen shall be:

Jane W. Canter
6566 Sweet Maple Lane
Boca Raton, Florida 33433

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successor is chosen, shall be:

Jane W. Canter President
6566 Sweet Maple Lane
Boca Raton, Fl 33433

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

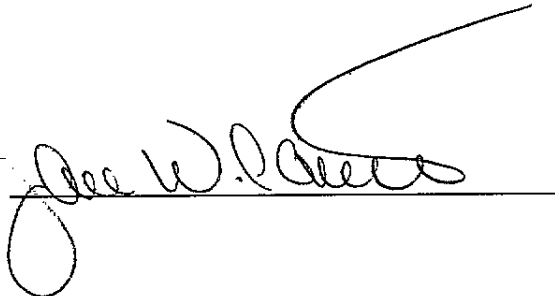
Mark J. Hollander
9360 Sunset Drive, Suite 287
Miami, Fl 33173

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned , being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 20th. day of June 1998, and do declare it to be true and correct.

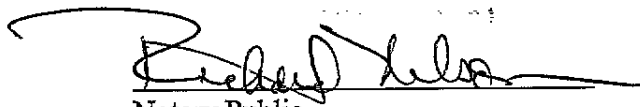
Jane W. Canter
6566 Sweet Maple Lane
Boca Raton, Florida 33433



COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 20th. day of June 1998 before me, a notary public, personally appeared Jane W. Canter who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 20th. day of June 1998.



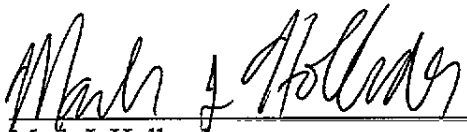
Notary Public



My commission expires

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Mark J. Hollander, a natural person with an address of 9360 Sunset Drive Suite 287, Miami, Fl 33173, do hereby accept the appointment of Registered Agent of Jane Walters, Inc. on this 30th. day of March 1998.




Mark J. Hollander
9360 Sunset Drive Suite 287
Miami, Fl 33173

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 20th. day of June 1998 before me, a notary public, personally appeared Mark J. Hollander, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 20th. day of June 1998.


Notary Public

RICHARD NELSON
COMMISSION # CC 631166
EXPIRES MAR 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

My commission expires