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HAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 SEP 23 PM 3:30

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WALTER'S SERVICES, INC.
(Corporation Name)

100002647081-4
-09/23/98-01053-005
****122.50 ****122.50

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
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Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

DIVISION OF CORPORATION

98 SEP 23 AM 11:02

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

LAZARUS

MIAMI, FL

SUBJECT: WALTERS SERVICES, INC.
Ref. Number: W98000021827

We have received your document for WALTERS SERVICES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 898A00048064

ARTICLES OF INCORPORATION
OF

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

I

The name of the proposed corporation is:
WALTER'S CLEANING SERVICES, INC.

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TALLAHASSEE FLORIDA

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II

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be:

Five hundred shares (500) at \$1.00 Par Value

IV

This Corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the Corporation shall be located at:

6121 NW, 40th Street,
Virginia Gardens, Florida 33166

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this Corporation shall be:

6121 NW, 40th Street,
Virginia Gardens, Florida 33166

and, the Registered Agent at such registered address is:

Walter Durante
6121 NW, 40th Street
Virginia Gardens, Florida 33166

VII

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum from the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Walter Durante P/T	6121 NW, 40th Street Virginia Gardens Fl. 33166
Teresa Durante S/	6121 NW, 40th Street Virginia Gardens, Fl. 33166

IX

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Walter Durante	6121 NW, 40th Street Virginia Gardens. Fl. 33166
Teresa Durante	6121 NW, 40th Street Virginia Gardens. Fl. 33166

X

The By-Laws of this Corporation may be created amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

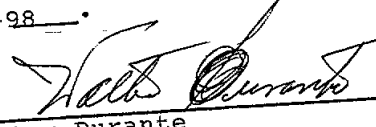
XIII

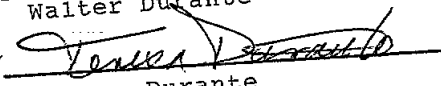
Every person who now is or hereafter shall become a Director of this Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceedings of whatever nature, to which he is or shall be made part by reason of his being or having been a Director of the Corporation whether or not he is a Director of the Corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this
21 day of September, 1998.

X 
Walter Durante

✓ 
Teresa Durante

STATE OF FLORIDA :

:

SS

COUNTY OF DADE :

I HEREBY CERTIFY that on the _____ day of _____,
198____, personally appeared before me, an authorized officer
duly commissioned to administer oaths and take acknowledgements,

to me well known and known to me to be the person(s)
who executed the foregoing ARTICLES OF INCORPORATION and who
acknowledged that it was signed and executed for the uses and
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Miami, Dade County, Florida, the day and year
first above written.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING RESIDENT AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That: WALTER'S CLEANING SERVICES, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation, at City of Miami, County of Dade, State of Florida, has named: Walter Durante

Located at: 6121 NW, 40st Street
Virginia Gardens, Florida 33166

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

x 
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA