

LAW OFFICES

WALTMAN & COHEN

7330 NORTHWEST 36TH STREET, SUITE 221, MIAMI, FLORIDA 33166

P.O. Box 523980, MIAMI, FLORIDA 33152-3980

TELEPHONE 305-477-0108

FAX 305-477-7010

IRVING WALTMAN
ALBERT N. COHEN

P98000102302

December 3, 1998

Re: Walco Properties, Inc.

Secretary Of State
State Of Florida
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

100002704591--2
-12/07/98--01032--013
****112.50 *****78.75

Dear Sir:

Find herewith two fully executed copies of the Articles
of Incorporation of Walco Properties, Inc. for filing.

Please also find hereith our check in the amount of \$112.50
to cover the costs of filing and a certified copy, and Registered
Agent Designation.
Thank you in advance for you kind attention to this
matter.

Very Truly Yours,
WALTMAN & COHEN

BY


Irving Waltman

IW/ssr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
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**ARTICLES OF INCORPORATION
OF
WALCO PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, right, privileges and immunities of corporations.

ARTICLE I

The name of the Corporation shall be Walco Properties, Inc. Its business shall be carried out at its principal place of business, as set forth below, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE III

The maximum number of shares of this Corporation is authorized to have outstanding at any time shall be 1000 shares of Common Stock at One (\$1.00).

ARTICLE IV

The Corporation shall begin business with a capital of One Hundred (\$1,000.00) Dollars, and the undersigned incorporator(s) do hereby state that there has already been paid into the Corporation, on behalf of the subscribers set forth herein, the sum of One Hundred (\$1,000.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation. Directors need not be stockholders.

ARTICLE VII

The principal place of business of this Corporation shall be located at: 7330 NW 36 Street, Miami, FL 33166 in Miami-Dade County, Florida. The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

The name(s) and post office address(es) of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successor(s) are elected and have qualified, are:

Albert Cohen
7330 NW 36 Street
Miami, FL 33166

Irving Waltman
7330 NW 36 Street
Miami, FL 33166

ARTICLE IX

The office to be held by the above named Director(s) are as follows:

President:	Albert Cohen
Secretary/Treasurer:	Irving Waltman

ARTICLE X

The name(s) and address(es) of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each agree(s) to take is as follows:

Name	Address	Shares	Value
Albert Cohen	7330 NW 36 Street Miami, FL 33166	500	\$500
Irving Waltman	7330 NW 36 Street Miami, FL 33166	500	\$500

ARTICLE XI

The name and address of the initial registered agent is:

Irving Waltman
7330 NW 36 Street
Miami, FL 33166

ARTICLE XII

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a Director or an Officer of the Corporation and each person who serves, at the request of the Corporation, as a Director or an Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being such Director or Officer or by reason of any action alleged to have been taken or omitted by him as such a Director or Officer. The Corporation shall reimburse such persons for all costs and legal and other expenses reasonably incurred by such Director or Officer in connection with any such claim or liability as to which it shall be adjudged that such Director or Officer is liable, to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XIII

No contract or other transaction between this Corporation and any other firm or corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation(s), provided that the fact that he/she is so interested shall be disclosed to the Board of Directors at any meeting of the Board at which action on any such contract, transaction or act shall be taken. The Director or Officer so interested may vote on such contract, transaction or act.

ARTICLE XIV

The provisions of these Articles of Incorporation and every Article hereof, and the By-Laws of this Corporation, shall be considered part of every contract and transaction to which this Corporation shall be a party. Every person, association, entity and/or corporation dealing with this Corporation is hereby charged with knowledge of this Corporation.

IN WITNESS WHEREOF we have hereunto set out our hands and seals this ____ day of December, 1998.

Albert Cohen
Albert Cohen

Irving Waltman
Irving Waltman

State of Florida)
)
County Of Miami-Dade)

BEFORE ME, the undersigned authority, personally appeared Albert Cohen and Irving Waltman to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation, and acknowledged, before me, that such Articles of Incorporation were executed and subscribed to for the purposes set forth therein.

WITNESS my hand and official seal at Miami-Dade County, Florida this 2 day of December, 1998.

Sara S. Perwin
Notary Public, State of Florida

Notary Name Printed

MY COMMISSION EXPIRES:

Personally Known ☒ or Produced Identification

Type of Identification Produced:

DID take Oath____ or DID NOT take oath



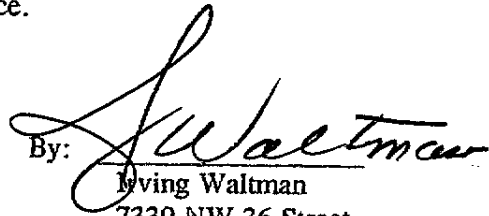
**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM SERVICE MAY BE SERVED WITHIN THIS STATE**

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

FIRST, that Walco Properties, Inc., a Florida corporation qualified to do business under the laws of the State of Florida, with its principal office at 7330 NW 36 Street, Miami, FL 33166, , has appointed Irving Waltman as its agent to accept service of process within this state.

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 provisions of said act, relative to keeping open said office.

By:



Irving Waltman
7330 NW 36 Street
Miami, FL 33166

FILED
98 DEC -7 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA