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FLORIDA PROFIT CORPORATION OR P.A.

RONALD J. WALTERS & CO., P.A.

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**ARTICLES OF INCORPORATION
OF
RONALD J. WALTERS & CO., P.A.**

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THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE PROFESSIONAL SERVICE CORPORATION ACT HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

RONALD J. WALTERS & CO., P.A.

ARTICLE II NATURE OF CORPORATE BUSINESS

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA. THE MAIN PURPOSE OF SAID CORPORATION IS TO PERFORM ACCOUNTING SERVICES.

ARTICLE III PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS COPORATION SHALL BE:

**10166 NW 17TH STREET
CORAL SPRINGS, FLORIDA 33071**

ARTICLE IV CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE V INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

RONALD J. WALTERS 10166 NW 17TH STREET, CORAL SPRINGS, FL 33071

ARTICLE VI INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RONALD J. WALTERS 10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

**These Articles of Incorporation Prepared by:
R.J. Walters
10166 NW 17th Street, Coral Springs, Florida 33071 (954) 755-1093**

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ARTICLE VII EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VIII PREEMPTIVE RIGHTS

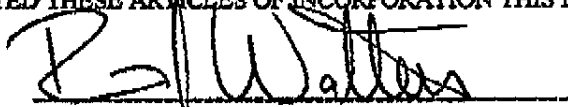
SHAREHOLDERS OF THE CORPORATION SHALL HAVE PREEMPTIVE RIGHTS TO ACQUIRE THEIR PRO RATA SHARE OF STOCK OF THE CORPORATION FOR ALL ISSUES OF ANY CLASS OF STOCK OF THE CORPORATION NO MATTER WHEN AUTHORIZED, AND FOR WHATEVER CONSIDERATION IS CONTEMPLATED TO BE RECEIVED BY THE CORPORATION, INCLUDING BUT NOT LIMITED TO CASH, OTHER PROPERTY, SERVICES, THE ACQUISITION OF OTHER CORPORATIONS' SHARES OF PROPERTY THROUGH MERGER OR THE EXTINGUISHMENT OF DEBTS. PREEMPTIVE RIGHTS SHALL APPLY TO THE REISSUE OF ALL REDEEMED OR OTHERWISE ACQUIRED SHARES, INCLUDING THE REISSUE OF TREASURY SHARES.

ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

RONALD J. WALTERS
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE :
DECEMBER 14, 1999



RONALD J. WALTERS , INCORPORATOR

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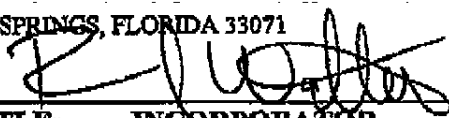
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS RONALD J. WALTERS & CO. P.A.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RONALD J. WALTERS
10166 NW 17TH STREET, CORAL SPRINGS, FLORIDA 33071

SIGNATURE 
TITLE: INCORPORATOR

DATE: DECEMBER 14, 1999

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATEUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REGISTERED AGENT

DATE: DECEMBER 14, 1999

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