

P01000074771



FILED  
2001 JUL 30 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 307502 10072A  
AUTHORIZATION : *Patricia Hignett*  
COST LIMIT : \$ 78.75

ORDER DATE : July 30, 2001  
ORDER TIME : 10:32 AM  
ORDER NO. : 307502-005  
CUSTOMER NO: 10072A

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUL 30 PM 1:27  
NOT RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

CUSTOMER: Arthur Lambertus, Esq  
Lambertus & Lambertus  
Suite 604  
2929 East Commercial Boulevard  
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: WALNUT STATION INC.

EFFECTIVE DATE: 500004507625--9

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

*Norma Hull*  
7/30/01

**ARTICLES OF INCORPORATION**  
**OF**  
**WALNUT STATION INC.**

**FILED**  
2001 JUL 30 PM 3: 30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be WALNUT STATION, INC. The principal office of the corporation is 1717 South Ocean Boulevard, Pompano Beach, FL 33062 and the mailing address of the corporation is 215 Beach 147<sup>th</sup> Street, Neponsit, NY 11694.

**ARTICLE II**  
**DURATION**

The term of existence is perpetual.

**ARTICLE III**  
**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000) shares and each share shall be the par value of One (\$1.00) Dollar. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

**ARTICLE IV**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation is 2929 E. Commercial Boulevard, Suite 604, Ft. Lauderdale, FL 33308, and the name of the initial registered agent at that address is ARTHUR W. LAMBERTUS.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors which shall consist of two (2) members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
J. P. ROTHSTEIN	101 Wooster Street, Apt. 3F New York, NY 10012
DOMINICK CINCOTTA	215 Beach 147 Street Neponsit, NY 11694

**ARTICLE VI**  
**INCORPORATOR**

The name and mailing address of the Incorporator of the corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Arthur W. Lambertus	2929 East Commercial Boulevard Suite 604 Fort Lauderdale, Florida 33308

**ARTICLE VII**  
**INDEMNIFICATION**

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

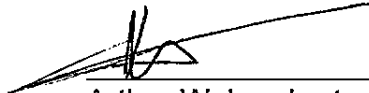
**ARTICLE VIII**  
**AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX**  
**CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal  
this 27<sup>th</sup> day of July, 2001.

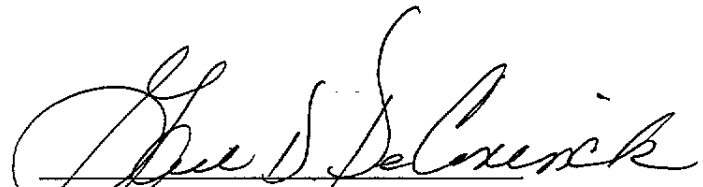
  
\_\_\_\_\_  
Arthur W. Lambertus

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer  
duly authorized to administer oaths and take acknowledgments, Arthur W. Lambertus,  
who is personally known to me or who has produced a \_\_\_\_\_ as  
identification, and who executed the foregoing Articles of Incorporation and  
acknowledged before me that she executed the same freely and voluntarily for the  
purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in County of Broward, State of Florida this  
27<sup>th</sup> day of July, 2001.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**REGISTERED AGENT DESIGNATION**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That WALNUT STATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1717 South Ocean Boulevard, Pompano Beach, Florida 33062, has named Arthur W. Lambertus, located 2929 East Commercial Boulevard, Suite 604, Ft. Lauderdale, Florida 33308, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

INCORPORATOR:

  
Arthur W. Lambertus

DATE: 7/22/01

REGISTERED AGENT:

  
Arthur W. Lambertus

DATE: 7/22/01

FILED  
2001 JUL 30 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA