P96000034562

FILED
96 APR 19 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 923869 3487A

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ 122.50

ORDER DATE : April 18, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 923869

600001787716

CUSTOMER NO: 3487A

CUSTOMER: Troy Myers, Esq
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: PARKER, WALTER GROUP, INC.

96 APR 19 PM 3:25
DIVISION OF CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: XA 4-22-96

FILED
96 APR 19 AM 9 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PARKER, WALTER GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PARKER, WALTER GROUP, INC.

The address of the principal office of this corporation shall be 1491 Second Street, Sarasota, Florida 34236, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having $1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be C/O Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of the corporation at that address is Troy H. Myers, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 19, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

FILED
96 APR 19 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

TROY H. MYERS, JR., an individual residing in the State of Florida, with business office at c/o Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main St. Ste. 600, Sarasota, Florida 34237 designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Troy H. Myers, Jr.

F:\USERS\THM\THMF\ACCEPT.RA
Rev: March 29, 1996

P96000034562

1201 HAYS STREET

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 939403 3487A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : May 2, 1996

ORDER TIME : 9:38 AM

700001805137

ORDER NO. : 939403

CUSTOMER NO: 3487A

CUSTOMER: Troy Myers, Esq
Icard Merrill Cullis Timm
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

FILED
96 MAY -2 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: PARKER, WALTER GROUP, INC.

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: ______

5/2

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1996

RESUBMIT
Please give original submission date as file date.

CSC NETWORKS
JENNIFER MORAN
TALLAHASSEE, FL 32301

SUBJECT: PARKER, WALTER GROUP, INC.
Ref. Number: P96000034562

We have received your document for PARKER, WALTER GROUP, INC. and the authorization to debit your account in the amount of $35.00. However, the document has not been filed and is being returned for the following:

Please correct the date of incorporation(1ST PARAGRAPH). It should be April 19, 1996.

There appears to be a incorrect spelling in Article VII. The second officer signs as Thomas R. Walter, not Walker.

Please return 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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 596A00021345

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PARKER, WALTER GROUP, INC., a Florida corporation
By Its Directors and Shareholders

The Directors and Shareholders of Parker, Walter Group, Inc., a Florida corporation amend its Articles of Incorporation issued by the Secretary of State of the State of Florida on the 19th day of April, 1996 in accordance with Fla. Stat. Sections 607.1003 and 607.1006. These Articles of Amendments set forth the following:

1. The name of the corporation is:

PARKER, WALTER GROUP, INC., a Florida corporation

2. The text of the Amendment which has been adopted by the Directors and the Shareholders pursuant to Florida Statutes is as follows. The Articles of Incorporation are amended to add "Article VII. Principal Officers" as follows:

ARTICLE VII. PRINCIPAL OFFICERS

The Principal Officers of the corporation are:

Brent A. Parker
President
Florida Registered Architect, License No. AR7299

Whose Address is:

Two North Tamiami Trail, No. 206
Sarasota, Florida 34236

Thomas R. Walter
Vice-President
Florida Registered Architect, License No. AR7305

Whose Address is:

Two North Tamiami Trail, No. 206
Sarasota, Florida 34236

FILED
96 MAY -2 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The Amendment was adopted on May 1, 1996 by the Directors and Shareholders of the corporation.

4. All of the Shareholders voted in favor of the Amendment and the Amendment was adopted unanimously by the vote of the Shareholders. The number of votes cast for the Amendment by the Shareholders was sufficient for approval of the Amendment by the Shareholders. The Amendment was adopted unanimously upon the vote of the Directors of the corporation. The vote of the Directors was sufficient for approval of the Amendment by the Directors of the corporation.

These Articles of Amendment are executed this first day of May, 1996.

SECRETARY

Thomas R. Walter

DIRECTOR

Thomas R. Walter

DIRECTOR

Brent A. Parker

SHAREHOLDER

Thomas R. Walter

SHAREHOLDER

Brent A. Parker

I certify that the foregoing Amendment was adopted by the Directors and Shareholders of Parker, Walter Group, Inc., a Florida corporation, as Secretary of the corporation.

SECRETARY

Thomas R. Walter

Thomas R. Walter

I certify that Thomas R. Walter is the duly elected and serving Secretary of Parker, Walter Group, Inc., a Florida corporation.

DIRECTOR

Brent A. Parker

Brent A. Parker