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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

December 14, 2005

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

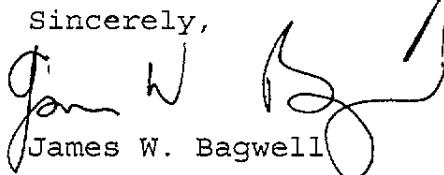
Subj: Limited Partnership of WALKER BAGWELL PROPERTIES, LTD  
Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Certificate of Limited Partnership and Affidavit of Capital Contributions for the subject Partnership for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$143.50 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Certificate of Limited Partnership in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Nonlawyer Services, Inc., 1592 N. Hwy. A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,  
  
James W. Bagwell

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

WALKER BAGWELL PROPERTIES, LTD

ARTICLE I. NAME

The name of this partnership is

WALKER BAGWELL PROPERTIES, LTD.

ARTICLE II. DURATION

This partnership shall become effective on January 1, 2006.

ARTICLE III. PURPOSE

This partnership is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this partnership is 100 North Orlando Ave., 2nd Floor, Cocoa Beach, Brevard County, Florida 32931 and the name of the initial registered agent of this partnership at that address is JAMES W. BAGWELL.

ARTICLE V. INITIAL GENERAL PARTNERS

This partnership shall have one general partner initially and three limited partners. The number of partners may be either increased or diminished from time to time by the bylaws of the partnership but shall never be less than one. The name and address of the initial partners of this partnership are:

JAMES W. BAGWELL, General Partner  
3060 North Atlantic Ave. #105  
Cocoa Beach, Fl 32931

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ADA L. BAGWELL, Limited Partner  
3060 North Atlantic Ave. #105  
Cocoa Beach, Fl 32931

LARRY WALKER  
3031 South Atlantic Ave. #102  
Cocoa Beach, Florida 32931

*KW*  
KIM *E.* WALKER  
3031 South Atlantic Ave., #102  
Cocoa Beach, Florida, 32931

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#### ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the partnership is located at  
100 North Orlando Ave., 2nd Floor, Cocoa Beach, Brevard County,  
Florida 32931, and the mailing address of the partnership is  
100 North Orlando Ave., 2nd Floor, Cocoa Beach, Brevard County,  
Florida 32931.

#### ARTICLE VII.

The latest date upon which the Limited Partnership is to be  
dissolved is: December 31, 2020.

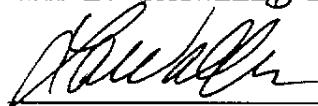
#### ARTICLE VIII. AMENDMENTS

This partnership reserves the right to amend or repeal  
any provision contained in this Certificate of Limited  
Partnership or any amendment hereto, by a majority vote of the  
partners.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of certificate of limited partnership on this 14<sup>th</sup> day of December, 2005.

  
JAMES W. BAGWELL, General Partner

  
ADA L. BAGWELL, Limited Partner

  
LARRY WALKER, Limited Partner

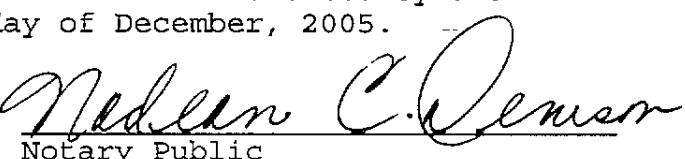
  
KIM E. WALKER, Limited Partner  
kw

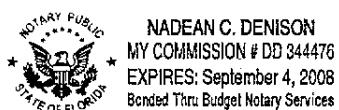
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STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES W. BAGWELL, ADA L. BAGWELL, LARRY WALKER and KIM E. WALKER to me known to be the person described as subscriber in and who executed the foregoing Articles of certificate of Limited Partnership, and who acknowledged before me that they subscribed to those Articles of Certificate of Limited Partnership.

WITNESS my hand and official seal in the County and State named above this 14<sup>th</sup> day of December, 2005.

  
Nadean C. Denison  
Notary Public



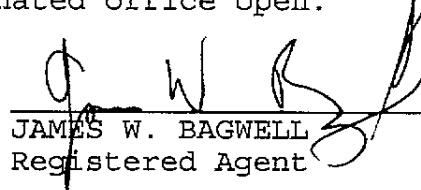
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 620, Florida Statutes, the following is submitted:

That WALKER BAGWELL PROPERTIES, LTD. desiring to organize under the laws of the State of Florida, with its principal office at 100 North Orlando Ave., 2nd Floor, Cocoa Beach, Brevard County, Florida, has named JAMES W. BAGWELL, located at 100 North Orlando Ave., 2nd Floor, Cocoa Beach, Brevard County, Florida 32931, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Partnership, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
JAMES W. BAGWELL  
Registered Agent

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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

*The undersigned constituting all of the general partners of WALKER BAGWELL PROPERTIES, LTD,*

*a Florida Limited Partnership, certify:*

*James W. Bagwell  
Ada L. Bagwell  
Larry Walker  
Kim Walker*

\$	2,000.00
	2,000.00
	2,000.00
	2,000.00

*The amount of capital contributions to date of the limited partners is \$ 8,000*

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*The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 8,000*

*Signed this 14<sup>th</sup> day of December, 2005.*

**FURTHER AFFIANT SAYETH NOT.**

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

*J. W. B*  
General Partner

*Ada L. Bagwell*  
General Partner  
LIMITED

General Partner

*L. Walker*  
General Partner

*Kim Walker*  
General Partner  
LIMITED

General Partner