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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN DEC 21 2005

December 14, 2005

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

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TALLAHASSEE, FLORIDA

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.

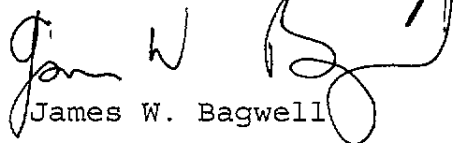
2. My check in the amount of \$143.50 to cover the filing fees.

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

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

KIM ^{kw} 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.

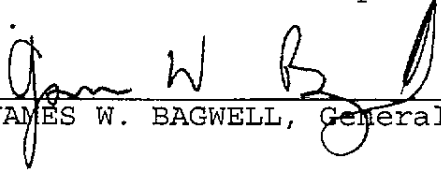
ARTICLE VII.

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

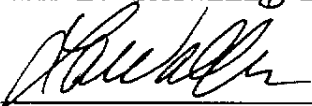
ARTICLE VIII. AMENDMENTS


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 14th day of December, 2005.


JAMES W. BAGWELL, General Partner


ADA L. BAGWELL, Limited Partner

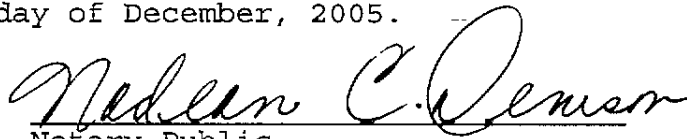

LARRY WALKER, Limited Partner


KIM E. WALKER, Limited Partner
kw

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 14th day of December, 2005.


Notary Public



NADEAN C. DENISON
MY COMMISSION # DD 344476
EXPIRES: September 4, 2008
Bonded Thru Budget Notary Services

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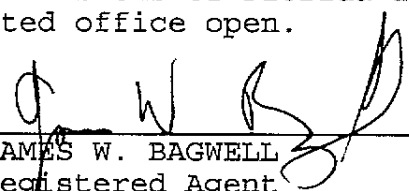
DESIGNATION
AS
REGISTERED AGENT

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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TALLAHASSEE, FLORIDA

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 M. Bagwell
Ada L. Bagwell
Larry Walker
Kim E. Walker

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

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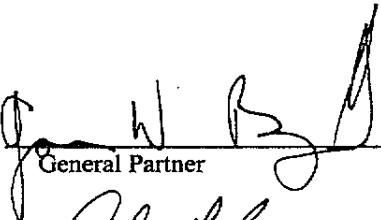
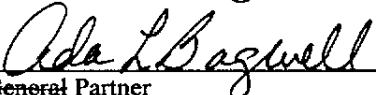
The amount of capital contributions to date of the limited partners is \$ 8,000

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

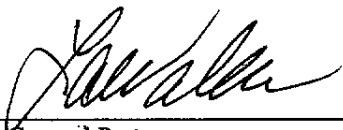

Signed this 14th day of December, 19 2005

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.*


General Partner

General Partner
Limited

General Partner


General Partner
LIMITED

General Partner
LIMITED

General Partner