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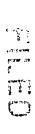


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MICHAEL L. DRYE 336-714-7390 DIRECT MDRYE@WEBLLP.COM WWW.WEBLLP.COM

July 20, 2010

Florida Department of State Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Walker and Associates of North Carolina, Inc.

Dear Sir or Madam:

Enclosed for filing please find an application for amendment for the above-referenced North Carolina corporation. I have also enclosed a certified copy of the Articles of Amendment from the North Carolina Secretary of State, along with a check in the amount of \$43.75 for the filing fee.

Thank you for your attention to this matter.

Sincerely,

WALL ESLEECK BABCOCK LLP

Muhal Daya Michael L. Drye

MLD/sw

24772

COVER LETTER

TO:	Amendment Section Division of Corporations	
SUBJ	ECT: Walker and Asso	ociates of North Carolina, Inc.
	Name	e of Corporation
DOCI	UMENT NUMBER:	F09000003973
The er	nclosed Amendment and fee are subr	mitted for filing.
Please	return all correspondence concerning	ig this matter to the following:
	Douglas E. Leckie, III Name of Contact Person	
	Haire of Contact i Cison	
	Walker and Associates, Ir	nc
	Firm/Company	
	7129 Old Highway 52	
	Address	
	Welcome, NC 27374-102 City/State and Zip Code	29
	doug.leckie@walkerfir.	
E	-mail address: (to be used for future anr	nual report notification)
For fu	orther information concerning this ma	ntter, please call:
N	Name of Contact Person	at (<u>336</u>) <u>714-7390</u> Area Code & Daytime Telephone Number
Enclo	sed is a check for the following amo	unt:
	\$35.00 Filing Fee S43.75 Filing Fee Certificate of State	& \$52.50 Filing Fee, Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certificate Of Status & Certificate Of Status & Certificate Opy (Additional copy is enclosed)
Amen Divisi P.O. I	ng Address: Idment Section Idment Corporations Box 6327 Bossee, FL 32314	Street Address: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle

Tallahassee, FL 32301

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

	ECTION I		d.: 23	
(1-3 MUS	ST BE COMPLETED))	ZIIII JUL 21 SEUMETAE TALLAHAS	. , .
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(Document numb	ber of corporation (if	known)	2) \$\frac{1}{2}	73 -2-10-10 #
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ı Walker and Associ			770	Canada
(Name of corporation as it appea	rs on the records of the	he Department of State	97.0	

2. North Carolina (Incorporated under laws of)	3	10/6 Date authorized to do bu	3/09	
(incorporated finder raws or)	([rate aumorized to do bt	isiness in Pioriua	,
SI	ECTION II			
(4-7 COMPLETE ONL		LE CHANGES)		
4. If the amendment changes the name of the corpora	tion, when was th	e change effected u	ınder the laws	of
its jurisdiction of incorporation? May	<i>i</i> 6, 2010			
Malkara	nd Associatos I	~~		
5. Walker a Walker a (Name of corporation after the amendment, adding	r suffix "corporati	on " "company " o	r "incorporated	d." or
appropriate abbreviation, if not contained in new	name of the corpo	oration)	еограние	.,
Walker and Assoc	iatos of North C	arolina Inc		
(If new name is unavailable in Florida, enter alterna	ate corporate nam	e adopted for the pr	urpose of trans	acting
business in Florida)				J
6. If the amendment changes the period of duration, i	indicate new perio	od of duration.		
	Many department			
·	New duration)			
7. If the amendment changes the jurisdiction of incor	poration, indicate	new jurisdiction.		
	ew jurisdiction)			ē
8. Attached is a certificate or document of similar im 90 days prior to delivery of the application to the I having custody of corporate records in the jurisdic	port, evidencing t Department of Sta tion under the law	he amendment, aut te, by the Secretary vs of which it is inc	henticated not of State or oth orporated.	more than ner official
Quelon la labition				
(Signature of director, president or other officer - i	f in the hands			
of a receiver or other court appointed fiduciary, by t	that fiduciary)			
Douglas E. Leckie, III		CFO		
(Typed or printed name of person signing)		(Title of person si	igning)	



NORTH CAROLINA Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

WALKER AND ASSOCIATES, INC.

the original of which was filed in this office on the 6th day of May, 2010.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of July, 2010.

Secretary of State

Elaine I. Marshall

C201012600216

SOSID: 1084794
Date Filed: 5/6/2010 2:45:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C201012600216

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF WALKER AND ASSOCIATES OF NORTH CAROLINA, INC.

Pursuant to Section 55-10-03 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

- 1. The name of the corporation is Walker and Associates of North Carolina, Inc. (hereinafter, the "Corporation").
- 2. The Articles of Incorporation of the Corporation are hereby amended by deleting Item 1 in its entirety and replacing it with the following:
 - "1. The name of the corporation is: Walker and Associates, Inc."
- 3. The foregoing amendment was adopted as of the 24th day of APril., 2010, by unanimous written consent of the shareholders and members of the Board of Directors of the Corporation in accordance with Section 55-10-03 of the General Statutes of North Carolina.
- 4. These Articles will be effective upon filing.

This the 6th day of May, 2010.

WALKER AND ASSOCIATES OF NORTH CAROLINA, INC.

Douglas E. Leckie, III

Chief Financial Officer and Assistant Secretary

WCSR 4353141v1