



1204 HAYS STREET
TALLAHASSEE, FL 32304
904-222-7777
904-222-0391

800-342-8086

F9500005886

RECEIVED
95 DEC -4 AM 11:33
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 752844 Patricia Pizzit 6577A
AUTHORIZATION :
COST LIMIT : \$ 70.00

ORDER DATE : December 4, 1995

ORDER TIME : 10:27 AM

ORDER NO. : 752548

600001652236

CUSTOMER NO: 6577A

CUSTOMER: Angela Propet, Legal Assistant
Petree Stockton
1001 West Fourth Street
Winston-salem, NC 27101

FILED
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DIVISION OF CORPORATIONS
95 DEC -4 PM 1:11

FOREIGN FILINGS

NAME: WALKER AND ASSOCIATES, INC.

XXX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

1204 HAYS STREET
TALLAHASSEE, FL 32371
904-222-9171
904-222-0393 FAX

800-342-8086

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DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 571844 6577A

AUTHORIZATION : *Patricia Pyszto*

COST LIMIT : \$ 70.00

ORDER DATE : April 4, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 571844

~~300001447023~~

CUSTOMER NO: 6577A

CUSTOMER: Angela Propst, Legal Assistant
Petree Stockton
1001 West Fourth Street

Winston-salem, NC 27101

W95-7243

FOREIGN FILINGS

NAME: WALKER AND ASSOCIATES, INC.

XX PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

*Name confirmed
606684*

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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Walker and Associates, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael L. Drye, Esq.
(Name of Person)

Petree Stockton, L.L.P.
(Firm/Company)

1001 West Fourth Street
(Address)

Winston-Salem, NC 27101
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Michael L. Drye, Esq.
(Name of Person)

at (910) 607 - 7313
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1995

CSC NETWORKS

SUBJECT: WALKER AND ASSOCIATES, INC.
Ref. Number: W95000007243

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DIVISION OF CORPORATIONS
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We have received your document for WALKER AND ASSOCIATES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

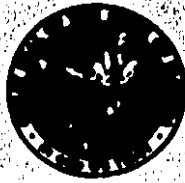
The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

The registered agent must sign accepting the designation.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$8051.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or



FLORIDA DEPARTMENT OF STATE

conducting affairs pursuant to section 807.1501, or 817.1501, Florida Statutes.

Sandra B. Morham
Secretary of State

If you have any questions concerning the filing of your document, please call
(904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 495A00015231



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1995

MARK L. WHITLEY
WALKER AND ASSOCIATES, INC.
7129 OLD HWY. 52
WELCOME, NC 27374

SUBJECT: WALKER AND ASSOCIATES, INC.
Ref. Number: W9500007243

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for WALKER AND ASSOCIATES, INC..

The referenced application states that the corporation has transacted business in the State of Florida since July 1, 1981. You were notified by letter dated April 4, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$8051.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

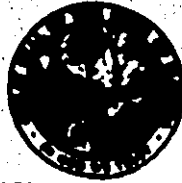
Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner Letter No. 595A00033653

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1995

MARK L. WHITLEY
WALKER AND ASSOCIATES, INC.
7129 OLD HWY. 52
WELCOME, NC 27374

SUBJECT: WALKER AND ASSOCIATES, INC.
Ref. Number: W9500007243

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CERTIFIED MAIL #P 348 066 468 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of WALKER AND ASSOCIATES, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by WALKER AND ASSOCIATES, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$8051.25 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Marc W. Dunbar, Assistant General Counsel

Enclosures Letter No. 095A00038179

PETREE STOCKTON, L.L.P.
ATTORNEYS AT LAW
1001 WEST FOURTH STREET
WINSTON-SALEM, NORTH CAROLINA 27101-2400
TELEPHONE (910) 607-7300
FAX (910) 607-7508

MICHAEL L. DRYE
(910) 607-7313

OTHER OFFICES
CHARLOTTE, N. C.
RALEIGH, N. C.

September 14, 1995

VIA FEDERAL EXPRESS

Ms. Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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DIVISION OF CORPORATIONS
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Re: Walker and Associates, Inc.
Ref. No. W95000007243

Dear Ms. Sindt:

In connection with the Application by Foreign Corporation for Authorization to Transact Business in Florida of the above named corporation, please find enclosed the following:

- 1) Certified resolutions of the Board of Directors approving the use of an alternate name to transact business in the State of Florida; and
- 2) Sworn affidavit of the corporation certifying that any activities conducted within the State of Florida prior to the date of the original application did not constitute transacting business according to Section 607.1501 of the 1989 Florida Business Corporation Act and that the corporation intends to qualify to transact business for future purposes.

If you should have any questions concerning the enclosed, please do not hesitate to contact me.

Sincerely,

Michael L. Drye
Michael L. Drye

cc: Mark L. Whitley
Frank Murphy, Esq.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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STATE OF NORTH CAROLINA)
)
COUNTY OF DAVIDSON)

Re: Walker and Associates, Inc. (the "Company")
Application by Foreign Corporation for Authorization
to Transact Business in Florida (the "Application")

AFFIDAVIT

- 1) Activities of the Company prior to the submission of the Application consisted of soliciting or obtaining orders, whether by mail or through independent contractors, or otherwise, which required acceptance outside of the State of Florida before they became contracts. The Company has no offices or physical location of any type in the State of Florida. Such activities do not constitute transacting business according to Section 607.1501 of the 1989 Florida Business Corporation Act; and further
- 2) The Company intends to qualify for authorization to transact business in Florida for future purposes.

This is the 30th day of August, 1995.

WALKER AND ASSOCIATES, INC.

Mark Whitley
Mark Whitley
Vice President

STATE OF NORTH CAROLINA)
)
COUNTY OF DAVIDSON)

The foregoing Affidavit was sworn to before me this 30th day of August, 1995, by Mark Whitley, the Vice President of Walker and Associates, Inc.

Linn H. Hayward
Notary Public

My commission expires:
3-26-2000



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 15, 1995

MARK L. WHITLEY
WALKER AND ASSOCIATES, INC.
7129 OLD HWY. 52
WELCOME, NC 27374

SUBJECT: WALKER AND ASSOCIATES, INC.
Ref. Number: W95000007243

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DIVISION OF CORPORATIONS
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We have received your resolution and affidavit concerning WALKER AND ASSOCIATES, INC.; however, the original application was returned to you for the registered agent's signature. Please return the signed application for processing.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 595A00042624

**CERTIFIED RESOLUTIONS
OF
BOARD OF DIRECTORS
OF
WALKER AND ASSOCIATES, INC.**

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SECRETARY OF CORPORATIONS
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DIVISION OF CORPORATIONS

I, Mark L. Whitley, hereby certify that I am the Assistant Secretary of Walker and Associates, Inc., a Virginia corporation; and that the following is a true and correct copy of resolutions duly adopted and ratified by the Board of Directors of the Corporation on the 1st day of September, 1995; and that the same have not in any way been modified, repealed or rescinded and are in full force and effect as of the date hereof:

RESOLVED: That for future purposes, the Corporation shall become qualified to do business within the State of Florida under the name "Walker and Associates of Virginia, Inc."; and further

RESOLVED: That the officers of the Corporation are authorized to execute and deliver such further certificates, documents, instruments or take such other action as is reasonably necessary and appropriate to carry out the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary of the Corporation, by order of the Board of Directors, on this 13th day of September, 1995.



Mark L. Whitley, Assistant Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Walker and Associates, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia 3. 54-0982503
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/12/74 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 07/81
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 7129 Old Hwy. 52
Welcome, NC 27374
(Current mailing address)
8. Sale of telecommunication equipment.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David Shealy
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: *SEE ATTACHED

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark L. Whitley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark L. Whitley, Vice President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

WALKER AND ASSOCIATES, INC.

OFFICERS AND DIRECTORS

Officers:

Name	Title	Address
Timothy J. Lawing	President	7129 Old Highway 52 Welcome, NC 27374
Mark L. Whitley	Vice President and Assistant Secretary	7129 Old Highway 52 Welcome, NC 27374
Virginia M. Walker	Secretary	7129 Old Highway 52 Welcome, NC 27374
Milton C. Walker	Treasurer	7129 Old Highway 52 Welcome, NC 27374

Directors:

Milton C. Walker
Virginia M. Walker
Alva M. Stokes, III
Kenny S. Stokes
Mark C. Walker

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

WALKER AND ASSOCIATES, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is April 12, 1974.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: March 07, 1995

William J. Bridge

William J. Bridge, Clerk of the Commission

CIS20315