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RICHARD L. ROGERS, P. A.

ATTORNEY AT LAW

1135 S. WASHINGTON AVENUE

SUITE A

TITUSVILLE, FLORIDA 32780

(407) 268-5173

RICHARD L. ROGERS
CERTIFIED FAMILY MEDIATOR

TELECOPIER (FAX)
(407) 383-4433

April 5, 2000

Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: **Incorporation of WALSH INCENTIVES, INC.**

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75, for the following: filing, certified copy, and registered agent designation.

Please file the Articles of Incorporation and return a certified copy to the undersigned.
Thank you for your courtesies in this matter.

Very truly yours,


RICHARD L. ROGERS

RLR/man

Enclosures

FILED
00 APR 11 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-18-00

FILED
00 APR 11 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WALSH INCENTIVES, INC.

I, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of creating a corporation, under and pursuant to the following Articles.

ARTICLE I.

CORPORATE NAME

The name of this corporation is **WALSH INCENTIVES, INC.**

ARTICLE II.

INITIAL MAILING ADDRESS

The initial mailing address of the corporation is **P. O. Box 1057, Titusville, Florida 32781-1057.**

ARTICLE III.

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand, Five Hundred shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V.

TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of this Articles of Incorporation with the Secretary of State.

ARTICLE VI.

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

**Richard L. Rogers, Esquire
Richard L. Rogers, P.A.
1135 South Washington Avenue
Suite A
Titusville, FL 32780**

The Board of Directors, from time to time, may move the registered office to any other address in the State of Florida.

ARTICLE VII.

BOARD OF DIRECTOR

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII.

INITIAL DIRECTOR

<u>Name</u>	<u>Address</u>
Claudith Walsh	3045 Las Palmas Drive Titusville, FL 32780

The person named as initial director shall hold office for the first year of existence of this corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX.

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**Claudith Walsh
3045 Las Palmas Drive
Titusville, FL 32780**

ARTICLE X.

CORPORATE STRUCTURE

In furtherance, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed, and such further restrictions, if any, as may be set forth by the Bylaws, the Board of Directors shall have the general management and control of the corporate business affairs, and may exercise all of the powers of the corporation except such as may be expressly conferred upon or reserved to the stockholders by Statute, or by the Articles of Incorporation or Amendment thereto, or by the Bylaws as constituted from time to time.
2. The Bylaws of the corporation shall be adopted by the directors as soon as practicable after the filing of these Articles of Incorporation.
3. The corporation shall have such officers as may be, from time to time, provided in the Bylaws and such officers shall be designated in such manner and shall hold their office for such terms and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors subject to the Bylaws.
4. No contract or other transaction between the corporation and any other person, firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a member, director or officer, or are members, directors, or officers of such other firm or corporation; and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation, or in which the corporation is interested; and no contract, act, or transaction with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is a party or parties to or have an interest in such contract, act, or transaction, or are in any way connected with such person, firm,

association or corporation; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may, in any way, be interested; provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to this corporation entering into such act, contract, or transaction.

ARTICLE XI.

CORPORATE STOCK RESTRICTIONS

This corporation shall have the power to include in its Bylaws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders. The manner in form, as well as the relevant terms, conditions and details hereof shall be determined by the Bylaws of this corporation; provided however, that no such regulatory or restrictive provision shall effect the rights of third parties without actual knowledge thereof, unless such provisions or a notation on the stock certificates indicate that the transfer of shares is restricted, it shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XII.

AMENDMENT

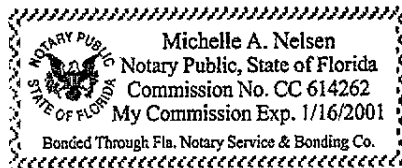
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

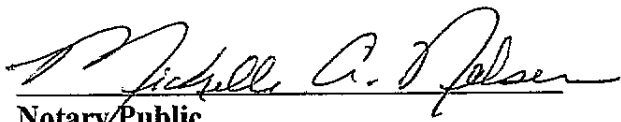
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 5th day of April, 2000.


CLAUDITH WALSH

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a Notary Public, personally appeared **CLAUDITH WALSH**, personally known to me or produced the following photo identification: Florida Driver's License, to be the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 5th day of April, 2000.



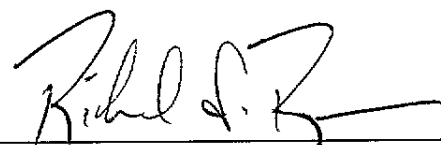

Notary Public

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **WALSH INCENTIVES, INC.**, desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, has named **RICHARD L. ROGERS**, located at 1135 South Washington Avenue, Suite A, Titusville, County of Brevard, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation 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.


RICHARD L. ROGERS of
RICHARD L. ROGERS, P.A.
Florida Bar No.: 320269
1135 South Washington Avenue
Suite A
Titusville, FL 32780
(407) 268-5173

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SECRETARY OF STATE
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