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CHARLES PERRY, ATTORNEY
1100 Cleveland Street, Suite 900
Clearwater, FL 34615
(813) 442-9330 Fax: 461-1872

November 15, 2000

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-11/20/00-01097-008
*****78.50 *****78.50

Secretary of State
Division of Corporations
New Filings
PO Box 6327
Tallahassee, FL 32314

Re: Walker International Corporation

Dear Sir:

Enclosed please find the original and one copy of the articles of incorporation for the above company. Please file the articles and send me a stamped copy. Please also send me a certificate of status. A check for \$78.50 is enclosed.. Thank you.

Sincerely yours,

Charles Perry
Charles Perry

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

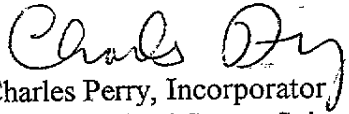
ARTICLES OF INCORPORATION
OF
WALKER INTERNATIONAL CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is WALKER INTERNATIONAL CORPORATION.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any businesses or activities which are permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.
5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 33755. The name of the registered agent at such address is Charles Perry.
6. The principal office of the corporation is located at 790 Saint Anne Drive, Dunedin, FL 34698.
7. The number of directors constituting the initial Board of Directors is two, whose names and addresses are MICHAEL O. WALKER and DIANE L. WALKER, both of 790 Saint Anne Drive Dunedin, FL 34698.
8. The name and address of the incorporator is Charles Perry, 1100 Cleveland Street, Suite 900, Clearwater, FL 33755.
9. The Board of Directors shall have authority to adopt a seal and stock certificates for the use of the corporation.. A computer generated seal is specifically authorized.

10. The corporation shall indemnify each director to the fullest extent permitted by law.

11. Corporate existence shall begin on November 10, 2000.



Charles Perry, Incorporator
1100 Cleveland Street, Suite 900
Clearwater, FL 33755
727-442-9330 Telephone
727-461-1872 Fax

Date: November 10, 2000.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. WALKER INTERNATIONAL CORPORATION, has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on November 10, 2000.


Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900
Clearwater, FL 33755

FILED
00 NOV 20 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399