

LAW OFFICE OF FRANK J. PYLE

FRANK J. PYLE, JURIS DOCTOR
MASTER OF LAWS IN ESTATE PLANNING
WWW.ES~~TATE~~PLANNING.COM\FPYLE

340 NORTH ORANGE AVENUE, SUITE E
ORLANDO, FLORIDA 32801-1611
TELEPHONE: (407) 872-1965
FACSIMILE: (407) 872-1930

PO1000025390

February 28, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200003809862--8
-03/07/01--01133--003
*****78.75 *****78.75

Re: Articles of Incorporation for Waller & Company, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for Waller & Company, Inc.

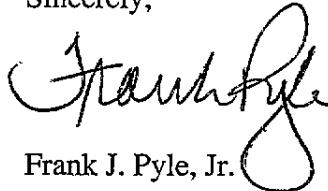
Please file these, registering Waller & Company, Inc. as a corporation for profit in the State of Florida, and forward a Certificate of Status at your earliest convenience.

My check in the amount of \$78.75 is enclosed to cover the cost of the following:

Filing Fee	35.00
Resident Agent Designation (contained within the Articles)	35.00
Certificate of Status	<u>8.75</u>
Total	\$78.75

Thank you for your attention to this matter.

Sincerely,


Frank J. Pyle, Jr.

FILED
01 MAR -7 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FJPJr/rlo
Enclosure(s)

12-01

ARTICLES OF INCORPORATION
OF
WALLER & COMPANY, INC.

FILED
01 MAR -7 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is WALLER & COMPANY, INC.

Article II - Address

The address of the principal office of the corporation is # 4 Village Drive, Oviedo, Florida 32765. The mailing address of the corporation is # 4 Village Drive, Oviedo, Florida 32765.

Article III - Capital Stock

This corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock.

Article IV - Initial Registered Office and Agent

The street address of the corporation's initial registered office is # 4 Village Drive, Oviedo, Florida 32765, and the name of the corporation's initial registered agent at that office is James P. Waller.

Article V - Incorporator

The name and address of the incorporator are: Frank J. Pyle, Jr., 340 North Orange Avenue, Suite E, Orlando, Florida 32801-1611.

Article VI - Duration

This corporation shall have perpetual existence.

Article VII - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

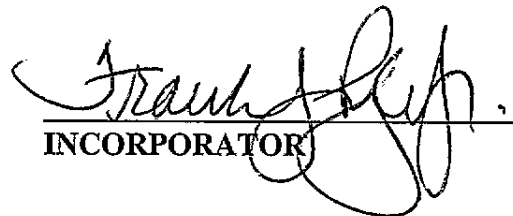
Article VIII - Bylaws

Bylaws to govern the operations of this corporation may be adopted by the incorporator or the Board of Directors. They may be repealed or amended by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the Board of Directors.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of March, 2001.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared FRANK J. PYLE, JR., who is personally known to me, and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 5th day of March, 2001.



Rhonda L. Osborne
MY COMMISSION # CC957178 EXPIRES
September 28, 2004
BONDED THRU TROY PAIN INSURANCE, INC.

Rhonda L. Osborne
NOTARY PUBLIC SIGNATURE
My Commission Expires:

I HEREBY accept the appointment as registered agent for the corporation known as Waller
& Company, Inc..

Frank J. Pyle, Jr.
RESIDENT AGENT

FILED
01 MAR -7 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA