

UCC FILING & SEARCH SERVICES, INC.

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| DIDINGES STATEOUT | | SECRETARY OF STATE TALLAHASSEE, FLORIDA | September 24, 2001 |
| S | ERVICES Wal | CORPORATION NAME (S) AND DOCU | MENT NUMBER (S): |
| | 1010 | 00093/23 | 4.4 |
| Filing Evidence □ Plain/Confirmation Copy □ Certified Copy | | Type of Docum opy □ Certificate of Sta | |
| | | □ Certificate of Go | □ Certificate of Good Standing |
| | | □ Articles Only | |
| | Retrieval Request □ Photocopy □ Certified Copy | □ All Charter Doc Articles & Ame□ Fictitious Name□ Other | Certificate Certificate REC TALLAHA REC TALLAHA |
| | NEW FILINGS | AMENDMENTS | SPEN SPEN SPEN SPEN SPEN SPEN SPEN SPEN |
| X | Profit | Amendment | WED FIGURATION |
| | Non Profit | Resignation of RA Officer/Director | 15 |
| | Limited Liability | Change of Registered Agent | |
| | Domestication | Dissolution/Withdrawal | |
| | Other | Merger | |
| | | 7000 | 146080779 |
| OTHER FILINGS | | REGISTRATION/QUALIFICATION** | 1/24/01010/3020 4**78.75 *****78.75 |
| | Annual Reports | Foreign | |
| | Fictitious Name | Limited Liability | |
| | Name Reservation | Reinstatement | |
| | Reinstatement | Trademark | |
| | | Other | |

ARTICLES OF INCORPORATION

OF

WALKAWAY INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, as particularly set forth in Chapter 607, Florida Statutes, as last amended, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is: WALKAWAY INC.

ARTICLE II. DURATION

The duration of the Corporation is perpetual.

ARTICLE III. PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act as last amended. No other purpose limits this general purpose in any way.
 - B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One dollar (\$1.00) per share.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation at its initial registered office and the street address of the initial Registered Office of the Corporation is: R. SCOTT BARKER, 12734 Kenwood Lane, Unit #5, Fort Myers, Florida 33907.

ARTICLE VI. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the corporation, which is the it's mailing address is: 12734 Kenwood Lane, Unit #5, Fort Myers, Florida 33907.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is Richard Scott Barker, 227 21st St SW, Cape Coral, FL 33909.

ARTICLE VIII, INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is: RICHARD SCOTT BARKER 227 21ST ST SW, CAPE CORAL, FLORIDA8335 Ebson Drive, North Fort Myers, Florida 33917.

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. Any right conferred upon the Shareholders is also subject to this reservation of the right to amend or repeal.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and former Directors, to the full extent permitted by law.

ARTICLE XI. BYLAWS

The power to adopt, alter amend and repeal the Bylaws shall be vested in the Board of Directors of the Corporation, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 13th day of September 2001.

RICHARD SCOTT BARKER

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 13th day of September 2001, by RICHARD SCOTT BARKER, who is personally known to me or who produced ________ as identification.

Notary Public

SARAH A. SMITH
MY COMMISSION # CC 880782
EXPIRES: October 18, 2003
Bonded Thru Notary Public Underwritters

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for WALKAWAY INC, at the place designated in the Articles of Incorporation, R. SCOTT BARKER, the Registered Agent named in said Articles of Incorporation, agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, as last amended, relative to keeping said office open.

DATED this 13th day of September 2001

R. SCOTT BARKER

Registered Agent for WALKAWAY INC

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