

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
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FLORIDA PROFIT CORPORATION OR P.A.

WALNUT HOLDINGS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

401000/09/33

ARTICLES OF INCORPORATION

ARTICLE I: NAME OF CORPORATION

The name of this corporation is Walnut Holdings, Inc.

ARTICLE II: PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3651 FAU Boulevard
Suite 200
Boca Raton, FL 33431

ARTICLE III: PURPOSE

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

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3651 FAU Boulevard, Suite 200, Boca Raton, FL 33431 and the name of the initial registered agent of this corporation at that address is David Hines.

Prepared By:
Ian M. Berkowitz, Esq.
Berkowitz & Associates, P. A.
P.O. Box 970024
Boca Raton, FL 33497
561-470-0492
FL Bar: 959480

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ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

David Hines
3651 FAU Boulevard
Suite 200
Boca Raton, FL 33431

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator signing these articles is:

David Hines
3651 FAU Boulevard
Suite 200
Boca Raton, FL 33431

ARTICLE VIII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 22, 2001

Walnut Holdings, Inc.

David Hines, Director

David Hines

Incorporator

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Walnut Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida, has named David Hines located at 3651 FAU Boulevard, Suite 200, Boca Raton, FL 33431 as its agent to accept service of process within Florida.

Dated: October 22, 2001

David Hines
David Hines, Incorporator

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

Dated: October 22, 2001

Walnut Holdings, Inc.
David Hines, Director

David Hines

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