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RICHARD E. TORPY
JULIA E. SMITH

OF COUNSEL:
BYRON B. MATHEWS, JR.

PLEASE REPLY TO:
MELBOURNE OFFICE

PO2000022604

February 21, 2002

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*****120.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: John R. Walker, Inc.
File No: 22-1833

Dear Sir or Madam:

Enclosed please find the original of the Articles of Incorporation for the above referenced cause. Also enclosed is an application for registration of fictitious name. I have also enclosed a check in the amount of \$120.00, representing the required filing fees.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

RICHARD E. TORPY, P.A.

Paulette Elder

Paulette Elder,
Certified Legal Assistant

cc: Client
Encl.

FILED
02 FEB 21 AM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gja/28

ARTICLES OF INCORPORATION
OF
JOHN R. WALKER, INC..

FILED
02 FEB 21 AM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is JOHN R. WALKER, INC.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

This Corporation is authorized to issue One Million (1,000,000.00) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 3461 SW 59th Court, Ft. Lauderdale, Florida 33312. The name of the initial registered agent of this Corporation is Richard E. Torpy, whose address is 202 N. Harbor City Blvd., Suite 300, Melbourne, FL 32935

ARTICLE VII

The initial Board of Directors shall consist of John R. Walker, initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

John R. Walker
3461 SW 59th Court
Ft. Lauderdale, FL 33312

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

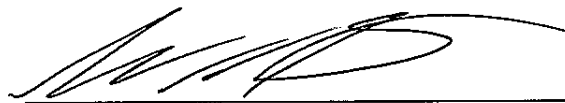
The name and address of the initial incorporator is as follows:

Richard E. Torpy
Richard E. Torpy & Associates, PA
202 N. Harbor City Blvd., Suite 300
Melbourne, Florida 32903

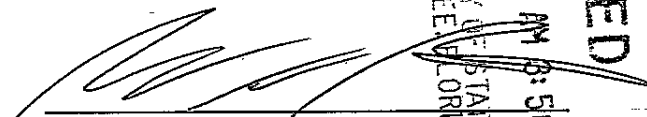
ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this ____ day of February, 2002.


Richard E. Torpy, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Richard E. Torpy, Registered Agent

FILED
02 FEB 21 AM 8:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, RICHARD E. TORPY, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 19th day of February, 2002.


Notary Public
State of Florida at Large

My Commission Expires:

