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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/28/02--01046--020
*****70.00 *****70.00

SUBJECT: WILKERSON & ASSOCIATES, INC.
(Proposed corporate name)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

Should you have questions, please call me at (904) 777-0999.

Please return the stamped copy of the articles of incorporation to me at the address below.

FROM: Robert C. Wilkerson
117 Meadowcrest Lane
Ponte Vedra Beach, FL 32082

F:\data\word\Wilkerson & Associates, Inc.\Articles of Incorporation

D. WHITE MAR - 6 2002

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ARTICLES OF INCORPORATION
OF
WILKERSON & ASSOCIATES, INC.

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TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

WILKERSON & ASSOCIATES, INC.

The address of the principal office of this corporation shall be 117 Meadowcrest Lane, Ponte Vedra Beach, Florida 32082, and the address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 117 Meadowcrest Lane, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of the corporation at that address is Robert C. Wilkerson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these articles of incorporation. This corporation shall have one director initially. The name and address of the initial member of the board of directors is:

Robert C. Wilkerson

117 Meadowcrest Lane
Ponte Vedra Beach, FL 32082

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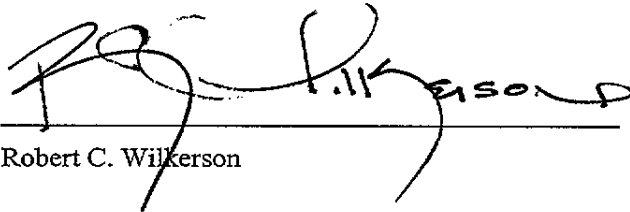
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Robert C. Wilkerson

117 Meadowcrest Lane
Ponte Vedra Beach, FL 32082

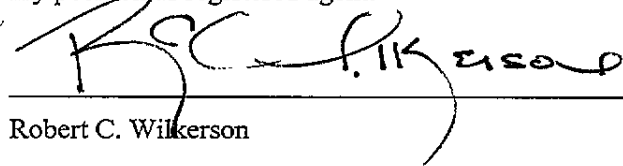
The undersigned incorporator has executed these Articles of Incorporation on February 20, 2002.


Robert C. Wilkerson

2/21/02
Date

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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


Robert C. Wilkerson

2/21/02
Date