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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-04/10/02--01019--005
*****70.00 *****70.00

SUBJECT: WALKER & ASSOCIATES INSURANCE, INC.

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR \$70.00.

FROM: CHAD SHULTZ OF CARTER, MEROLLE & COMPANY, PA
7800 POINTE MEADOWS DRIVE, #1112
JACKSONVILLE, FLORIDA 32256
(904) 910-2804

EFFECTIVE DATE
4-8-02

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 APR 10 PM 3:28

4-17-02
WCC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 10 PM 3:28

**ARTICLES OF INCORPORATION
OF
WALKER & ASSOCIATES INSURANCE, INC.**

The undersigned, for the purpose of forming a Corporation under Florida statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

EFFECTIVE DATE
APR 8-02

The name of this Corporation is Walker & Associates Insurance, Inc. with its principal place of business at 3201 Tea Rose Drive, Jacksonville, Florida 32223.

ARTICLE II

DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on April 8, 2002.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this Corporation is organized and the general nature of the business to be transacted by this Corporation is to engage in every phase and aspect of this business of rendering to the public through this Corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the State of Florida to render insurance and other related services.

ARTICLE IV

CAPITAL STOCK

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

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation 3201 Tea Rose Drive, Jacksonville, Florida 32223 and the name of the initial registered agent of this Corporation at that address is Donna Walker.

ARTICLE VI

OFFICERS

The officers of the Corporation shall be:

President:	Donna Walker
Treasurer & Secretary:	Donna Walker

Whose address shall be the same as the principal office of the Corporation.

ARTICLE VII

DIRECTORS

The names and street addresses of the members of the first Board of Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Donna Walker	3201 Tea Rose Drive, Jacksonville, Florida 32223

ARTICLE VIII

BYLAWS

The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

AMENDMENT

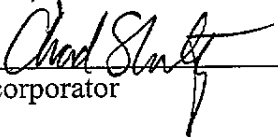
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

INCORPORATOR

The street address of the incorporator of this Corporation is 7800 Pointe Meadows Drive, #1112, Jacksonville, Florida 32256 and the name of the incorporator of this Corporation is Chad A. Shultz.

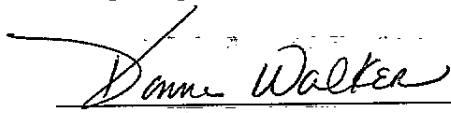
The undersigned incorporator to these Article of Incorporation of this 8th day of April, 2002.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Registered Agent