



02000096943

EFFECTIVE DATE
9-5-03

FILED
02 SEP -6 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 734232 80775A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : September 6, 2002

ORDER TIME : 1:34 PM

ORDER NO. : 734232-005

CUSTOMER NO: 80775A

CUSTOMER: Robert R. Cyrus, Esq
Robert R. Cyrus, Esq

214-a North 3rd Street
Leesburg, FL 34748

RECEIVED
02 SEP -6 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WALHAM, INC.

900007572389--1

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: _____

OB 9/9

EFFECTIVE DATE

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
WALHAM, INC.**

ARTICLE I. NAME

The name of this corporation is **WALHAM, INC.** The principal place of business is 19146 Park Place Boulevard, Eustis, Florida, 32736, and the mailing address is the same.

ARTICLE II. DURATION

This corporation shall begin its existence September 5, 2002.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7500) Shares, par value ONE DOLLAR (\$1.00) per share, all of which shall be Common Shares.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 214-A North Third Street, Leesburg, Florida, 34748, and the name of the initial registered agent of this corporation at that address is **Robert R. Cyrus**.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than two (2). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Wallace K. Nelson	19146 Park Place Blvd. Eustis, FL 32736

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Wallace K. Nelson

19146 Park Place Blvd.
Eustis, FL 32736

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 this 5th day of September, 2002.



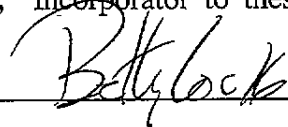
WALLACE K. NELSON

FILED
02 SEP -6 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 5th day of September, 2002, by **WALLACE K. NELSON**, Incorporator to these Articles of Incorporation.

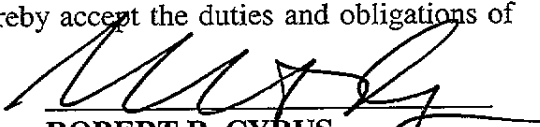




Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent, I hereby accept the duties and obligations of Section 607.325, Florida Statutes.



ROBERT R. CYRUS