

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000144513 3)))



H070001445133ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0380

From:

GAIL S ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number : 072720000036

Phone : (407)843-4600

Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ARTICLES OF AMENDMENT AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

COR AMND/RESTATE/CORRECT OR O/D RESIGN

WALKER & COMPANY, INC.

RECEIVED

07 MAY 30 AM 8:00

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

FILED
07 MAY 30 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

5/30/2007

**Lowndes
Drosdick
Doster &
Kantor
Reed, P.A.**

215 NORTH EOLA DRIVE
ORLANDO, FLORIDA 32801

450 SOUTH ORANGE AVENUE, SUITE 800
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2809, ORLANDO, FLORIDA 32802-2809
TEL.: 407-843-4600 / FAX.: 407-843-4444
www.lowndes-law.com

**A T T O R N E Y S
A T L A W**

III MERITAS LAW FIRMS WORLDWIDE

FROM:

Name:
Fax Number:
Voice Number:

TO:

Name: **DIVISION OF CORPORATIONS**
Company:
Fax Number: **1-850-205-0380**
Voice Phone:

MESSAGES:

Date and time of transmission: **Wednesday, May 30, 2007 10:06:32 AM**
Number of pages including this cover sheet: **04**

If you did not receive all of the pages, please contact us as soon as possible.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

H07000144513 3

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WALKER & COMPANY, INC.**

FILED
07 MAY 30 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, Walker & Company, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Walker & Company, Inc.
2. The original Articles of Incorporation for the Corporation were filed on February 20, 2003, and assigned Charter No. P03000020726. Said Articles were amended and restated on December 11, 2003 by the filing of Amended and Restated Articles of Incorporation with the Florida Department of State.
3. The following amendment was adopted by all of the directors and shareholders of the Corporation by unanimous written consents dated as of May 23, 2007, in accordance with the provisions of Sections 607.0821 and 607.0704 of the Florida Statutes. Such written consent of the shareholders represent a sufficient number of votes cast for such amendment necessary for the approval thereof.
4. Article IV of the Amended and Restated Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE IV - CAPITAL STOCK

1. **Classes of Capital Stock.** The total number of shares of capital stock which the Corporation is authorized to issue is four thousand (4,000) shares of common stock, of which two thousand (2,000) shall be shares of voting common stock, par value \$0.01 per share (the "Voting Common Stock"), and two thousand (2,000) shall be shares of non-voting common stock, par value \$0.01 per share (the "Non-Voting Common Stock"). The consideration for all of the above capital shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the board of directors of the Corporation.

2. **Voting Rights of Common Stock.** The Voting Common Stock shall possess and exercise all voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Non-Voting Common Stock shall not have or possess any voting rights for any purpose, except to the extent required by law. Except for the difference in voting rights, the Voting Common Stock and the Non-Voting Common Stock shall be the same in all other respects and shall have all the same rights and entitlements.

B07000144513 3

3. No Liquidation Preference Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the Voting Common Stock and the Non-Voting Common Stock, pro rata, on a per share basis without any preference to the holders of either class.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its President as of the 23 day of May, 2007.

WALKER & COMPANY, INC.,
a Florida corporation

By: 

R. Lance Walker, Sr., President

B07000144513 3