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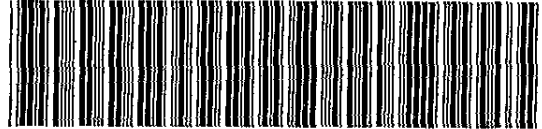
(Business Entity Name)

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**BROWNING & SIRECI, P.A.**

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MICHAEL L. BROWNING  
THOMAS J. SIRECI, JR.

*Of Counsel*

HAROLD E. WOLFE, JR., P.A.†  
FLORIDA BAR BOARD CERTIFIED ESTATE  
PLANNING AND PROBATE ATTORNEY  
AND TAX ATTORNEY

RICE & ROBINSON, P.A.  
BANKRUPTCY/CREDITOR'S RIGHTS

†ALSO ADMITTED IN ALABAMA & GEORGIA

April 24, 2003

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Recording of the Articles of Incorporation for Walker, Browning Development, Inc.

Dear Sir/Madame:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Walker, Browning Development, Inc. for filing in the public records. Also enclosed is a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) representing the following fees:

|                               |         |
|-------------------------------|---------|
| Filing Fee:                   | \$35.00 |
| Certified Copy Fee:           | 8.75    |
| Registered Agent Designation: | 35.00   |
| Total:                        | \$78.75 |

We would appreciate your filing the Articles at your earliest convenience and returning the certified copy to us in the stamped, self-addressed envelop which we have enclosed for your convenience.

Sincerely,



Michael L. Browning  
/eas

Enclosures: 4, as stated

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**ARTICLES OF INCORPORATION**  
**OF**  
**WALKER, BROWNING DEVELOPMENT, INC.**

The undersigned incorporators to these Articles of Incorporation hereby form a corporation for profit under the provisions of the Florida General Corporation Act and other laws of the State of Florida and adopt the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The corporation's name shall be WALKER, BROWNING DEVELOPMENT, INC.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted and purposes for which the corporation is organized shall be:

- A. To acquire by purchase, lease, or otherwise lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected on such lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interest in lands and any buildings or other structures; to operate any commercial real properties purchased whether as a parking lot or any other commercial operation; and to do all acts that are necessary and incident to the foregoing.

- B. To do anything necessary and proper for the accomplishment or furtherance of any of the corporation's purposes or objects enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such corporation's purposes or objects.
- C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

#### **ARTICLE V - TERM OF EXISTENCE**

The corporate existence commence as of the date and time these Articles of Incorporation shall have been duly filed with the Secretary of State in accordance with the Florida Corporation Act.

The corporation shall thereafter exist perpetually unless dissolved according to law.

#### **ARTICLE VI - ADDRESS OF CORPORATION AND REGISTERED AGENT**

The initial street and mailing address of the corporation's principal office shall be 402 Applerouth Lane, Key West, Florida, 33040. The street and mailing address of the corporation's initial registered office in the State of Florida will be 402 Applerouth Lane, Key West, Florida, 33040.

#### **ARTICLE VII - REGISTERED AGENT**

The name of the corporation's initial registered agent is Michael L. Browning, Esquire.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

- A. The corporation's initial Board of Director shall consist of three (3) members.
- B. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.
- C. The name and mailing address of the initial member of the Board of Directors who shall serve until the first annual meeting of stockholders and their successors shall have been elected and qualified is:

| <u>NAME</u>                    | <u>MAILING ADDRESS</u>                         |
|--------------------------------|------------------------------------------------|
| Stephen Walker                 | 402 Applerouth Lane<br>Key West, Florida 33040 |
| Michael L. Browning, Esquire   | 402 Applerouth Lane<br>Key West, Florida 33040 |
| Thomas J. Sireci, Jr., Esquire | 402 Applerouth Lane<br>Key West, Florida 33040 |

D. Except as provided in any Stockholder's Agreement, any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any stockholders' annual or special meeting for any cause deemed sufficient by such stockholders.

#### **ARTICLE IX - INCORPORATORS TO ARTICLES**

The following are the names and mailing addresses of the incorporators to these Articles of Incorporation:

| <u>NAME</u>                  | <u>MAILING ADDRESS</u>                         |
|------------------------------|------------------------------------------------|
| Stephen Walker               | 402 Applerouth Lane<br>Key West, Florida 33040 |
| Michael L. Browning, Esquire | 402 Applerouth Lane<br>Key West, Florida 33040 |

## **ARTICLE X - BY LAWS**

The corporation's stockholders shall have the sole power to adopt, amend or repeal By-Laws for the corporation's management, and the duties of the corporate officers shall be as prescribed by such By-Laws.

## **ARTICLE XI - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

- A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, partnership, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. To purchase and acquire any or all of its shares owned and held by (i) any such stockholder who should desire to sell, transfer or otherwise dispose of his or her shares, or (ii) any stockholder who dies; provided, however, the corporation's capital shall not be impaired thereby.
- C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a Section 401(k) plan, (7) a medical reimbursement or other medical insurance plan, (8) a disability plan, or (9) any other retirement or incentive compensation plan.

- D. Whenever the corporation is engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of depletion or similar reserves at the discretion of the Board of Directors, all in conformity with the provisions of the Florida General Corporation Act.
- E. This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **ARTICLE XII - RATIFICATION OF PROMOTER'S ACTIONS AND ADOPTION OF CONTRACTS**

This corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. This corporation further ratifies all acts of the hereinbefore mentioned incorporators performed prior to the effective date of these Articles of Incorporation and done on the corporation's behalf. The corporation further authorizes its Directors to assume all expenses made on the corporation's behalf prior to its existence for any and all expenses incurred in the corporation's organization and formation.




**ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by holders of sixty percent (60%) of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day  
of April, 2003.

  
STEPHEN WALKER

  
MICHAEL L. BROWNING, ESQUIRE

STATE OF FLORIDA     )  
                                      ) SS  
COUNTY OF MONROE    )

BEFORE ME personally appeared STEPHEN WALKER, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of April, 2003.

Elizabeth A. Sappet  
Notary Public  
State of Florida at Large  
My Commission No. is:

My Commission Expires:



Elizabeth A Sappet  
My Commission DD030258  
Expires July 04, 2005

STATE OF FLORIDA     )  
                                      ) SS  
COUNTY OF MONROE    )

BEFORE ME personally appeared **MICHAEL L. BROWNING, ESQUIRE**, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22<sup>nd</sup> day of April, 2003.

Elizabeth A. Sappet  
Notary Public  
State of Florida at Large  
My Commission No. is:

My Commission Expires:



Elizabeth A Sappet  
My Commission DD030258  
Expires July 04, 2006

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

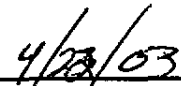
That WALKER, BROWNING DEVELOPMENT, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Key West, County of Monroe, State of Florida, has named Michael L. Browning, Esquire, 402 Applerouth Lane, Key West, Florida, 33040, as its agent to accept service of process.

Signature: \_\_\_\_\_

  
MICHAEL L. BROWNING, ESQUIRE

Title: President

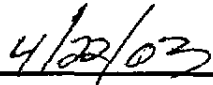
Date: \_\_\_\_\_



**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
MICHAEL L. BROWNING, ESQUIRE

  
\_\_\_\_\_  
DATE