

02-2004 09:07 SMITH GAMBRELL AND RUSSEL  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Walter Williams Management, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
WALTER WILLIAMS MANAGEMENT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation shall be Walter Williams Management, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of this Corporation shall be 445 S.R. 13 North, Suite 6-B, Jacksonville, FL 32259.

**ARTICLE III- NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be Smith, Gambrell & Russell, L.L.P., 50 N. Laura Street, Suite 2600, Jacksonville, FL 32202. The name of its initial registered agent at such address is Dana G. Bradford, II.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of this Corporation is as follows:

Adam J. Buss  
Smith, Gambrell & Russell, L.L.P.  
50 N. Laura Street, Suite 2600  
Jacksonville, FL 32202

ARTICLE VII- TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII - NUMBER OF DIRECTORS

The business of this Corporation shall initially be managed by a Board of Directors consisting of one (1) person.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

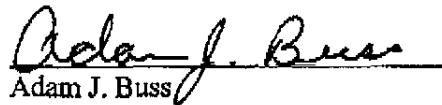
The name and street address of the initial member of the Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors have been elected and have qualified, is as follows:

Walter L. Williams, Jr.  
445 S.R. 13 North, Suite 6-B  
Jacksonville, FL 32259

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand as of this 7<sup>th</sup> day of January, 2004.

  
Adam J. Buss  
Incorporator

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TALLAHASSEE, FLORIDA


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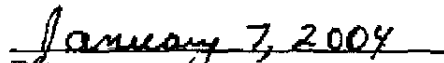
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

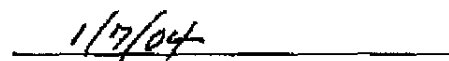
Walter Williams Management, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Smith, Gambrell & Russell, L.L.P., 50 N. Laura Street, Suite 2600, Jacksonville, FL 32202, as its initial Registered Office and has named Dana G. Bradford, II located at said address as its initial Registered Agent.

  
Adam J. Buss, Incorporator

  
Date January 7, 2004

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
Dana G. Bradford, II

  
Date 1/7/04

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