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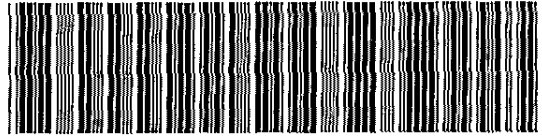
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TALLAHASSEE, FLORIDA

**Tools for Change  
Black Economic Development Coalition, Inc.  
6015 N.W. 7<sup>th</sup> Avenue  
Miami, FL 33127  
305/751-8934**

DATE: March 17, 2005

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation, and Certificate Designating Places of Business, and a check or money order for filing fees for the following:

Company name	CK/MO#	Amount
<b>Walton Innovations, INC.</b>	08-080089104	\$78.75

Please file both the Articles and certificates for the Designation for the corporation and return a certified copy of each document to the following address:

Kristine D. Black  
Tools for Change  
Black Economic Development Coalition, Inc.  
6015 NW 7<sup>th</sup> Ave.  
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,

Kristine D. Black  
Tools For Change

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WALTON INNOVATIONS, INC.**

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLES I: NAME OF THE CORPORATION**

The name of the corporation is **WALTON INNOVATIONS, INC.** hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and principal office of the corporation is **1110NW 91<sup>ST</sup> STREET, MIAMI, FLORIDA 33150.**

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property

or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is **1110 NW 91<sup>ST</sup> STREET, MIAMI, FLORIDA 33150**; and the registered agent at that office is **CHRISTOPHER E. WALTON**.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have **ONE (1)** director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**CHRISTOPHER E. WALTON  
1110 NW 91<sup>ST</sup> STREET  
MIAMI, FL 33150**

**ARTICLE IX: INCORPORATOR**

The incorporator(s) of the Corporation are as follows:

**CHRISTOPHER E. WALTON 1110 NW 91<sup>ST</sup> STREET, MIAMI, FL 33150**

IN WITNESS WHEREOF, I, **CHRISTOPHER E. WALTON**, the undersigned incorporator, have signed these Articles of Incorporation on this 17 day of MARCH, 2005, and acknowledged the same to be my act.

  
\_\_\_\_\_  
**CHRISTOPHER E. WALTON**

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **WALTON INNOVATIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **DADE**, State of Florida, has named **CHRISTOPHER E. WALTON** at **1110NW 91<sup>ST</sup> STREET**, in the City of **MIAMI**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: C. Walton

**CHRISTOPHER E. WALTON**

DATE: 3-17-05

**FILED**  
**05 MAR 21 PM 3:57**  
**SECRETARY OF STATE**  
**FLORIDA**