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#### MEMORANDUM

# Via Overnight Delivery

TO: Florida Secretary of State - Division of Corporations

FROM: James B. Bogner, Esq.

DATE: November 10, 2005

RE: Walker Wash Sytems, Inc.

I have enclosed the original Articles of Incorporation for the above corporation along with this firm's check in the amount of \$78.75 which represents your filing fee and certified copy fee. Please file the Articles and provide me with one certified copy.

JAMES B. BOGNER, ESQ.

ARTICLES OF INCORPORATION

SECRETARY OF STATE
DIVISION OF COMPONITION

OF

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WALKER WASH SYSTEMS, INC.

#### **ARTICLE I**

The name of this Corporation is Walker Wash Systems, Inc.

# **ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

#### ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$0.01 per share.

#### **ARTICLE IV**

The street address and the mailing address of the place of business of the Corporation is 1012 South Riverside Drive, Edgewater, Florida 32132. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James B. Bogner.

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>

<u>Address</u>

Bill C. Walker

1012 South Riverside Drive Edgewater, Florida 32132

Robert Walker

6 Richmond Drive

New Smyrna Beach, Florida 32169

# ARTICLE V

The name and address of the incorporator is James B. Bogner, 225 East Robinson Street, Suite 600, Florida 32801.

#### ARTICLE VI

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

## ARTICLE VII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: November \_\_\_\_\_\_, 2005.

James B. Bogner

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Walker Wash Systems, Inc desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1012 South Riverside Drive, Edgewater, Florida 32132, Volusia County, State of Florida, has named James B. Bogner as its agent to accept service of process within the State.

## **ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

James B. Bogner (Registered Agent)

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