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FLORIDA PROFIT/NON PROFIT CORPORATION

WALKEM DEVELOPMENT COMPANY, INC.

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Articles of Incorporation
of
WALKEM DEVELOPMENT COMPANY, INC.

ARTICLE I

Name and Duration

The name of the corporation is WALKEM DEVELOPMENT, INC. (the "Corporation"). The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence upon the date these Articles are filed with the Florida Secretary of State.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Corporation is c/o Brian Lower, 8506 West Irlo Bronson Memorial Highway, Kissimmee, Florida 32741.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 8505 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34747. The name of the registered agent at such address is Brian Lower.

ARTICLE IV

Corporate Purposes, Powers and Rights

The general nature of the business to be transacted by the Corporation is as follows:

To buy or otherwise acquire, lease, rent, hold, own, maintain, construct upon, improve, sell, mortgage, or otherwise dispose of lands, leaseholds, and other interests in real and personal property;

To construct, operate, lease, rent, purchase, or acquire, hold own maintain, improve, mortgage, sell, or otherwise dispose of Hotels, Motels, Restaurants, and related operations;

To engage generally in the real estate business, including the buying, selling, renting, mortgaging, constructing, and improving of real estate, either in the capacity of owner or principal, or in the capacity of agent for others;

To buy and sell at wholesale or retail any and all kinds of building and construction materials together with all other materials of a related or kindred nature;

To engage in all other transactions and to do and perform all other things necessary or convenient or intended for the attainment of any of the purposes of this Corporation to the same

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extent as nature persons lawfully might or could do insofar as such acts are permitted to be done by a corporation organized under and pursuant to the Florida Business Corporation Act and in general to carry on any other business not forbidden by the State of Florida together with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE V
Capital Stock

The total number of shares of all classes which the Corporation is authorized to issue is 100,000 divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	1,000	No Par Value
Nonvoting Common	99,000	No Par Value

The preferences, qualifications, limitations, restrictions and the special or relative rights of Common Shares and Nonvoting Common Shares shall be identical and shall entitle the holders thereof to the same rights and privileges; provided, however, that the holders of Common Shares shall be entitled to one vote per share on all matters to be voted on by the Corporation's shareholders, and except as otherwise required by law, the holders of Nonvoting Common Shares shall have no right to vote their Nonvoting Common Shares on any matters to be voted on by the Corporation's shareholders.

ARTICLE VI
Incorporator

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

<u>Name</u>	<u>Address</u>
William H.D. Fones, Jr.	Baker, Donelson, Bearman, Caldwell & Berkowitz, PC 165 Madison Avenue Suite 2000 Memphis, Tennessee 38103

ARTICLE VIII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one director of the Corporation. Each director shall serve until the next annual meeting of shareholders.

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2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

The directors of the Corporation shall have the power to borrow money and contract debts in connection with the transaction of the corporate business, and as evidence thereof, to issue promissory notes, debentures, and other evidences of indebtedness, payable at specific time or times or payable upon the happening of a specific event or events, said indebtedness to be either secured or unsecured.

The directors of Corporation shall also have the power to lend money for corporate purposes in such amounts and upon such terms as said directors may determine, to invest and reinvest corporate funds, and to take and hold real and personal property as security for payment of money or funds so loaned or invested.

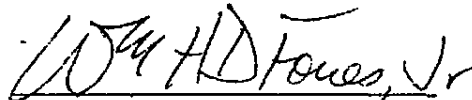
ARTICLE XIII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio."

These Articles of Incorporation were duly adopted by the sole Incorporator.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed as of December 21, 2007.


William H.D. Fones, Jr., Incorporator

STATE OF TENNESSEE
COUNTY OF SHELBY

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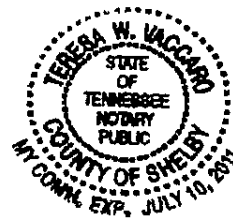
Personally appeared before the undersigned, a Notary Public in and for said State and County, **William H.D. Fones, Jr.**, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and seal at office, on this 21st day of December, 2007.

Teresa W. Vaccaro
Notary Public

My Commission Expires:


July 10, 2011



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Having been named as registered agent and to accept service of process for WALKEM DEVELOPMENT COMPANY, INC. at the place designated in the foregoing Articles of Incorporation, I do 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.

Dated as of this the 21st day of December, 2007.


BRIAN T. LOWER

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