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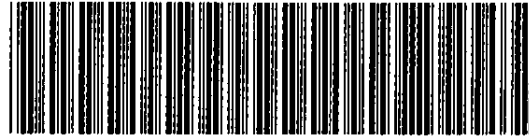
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TALLAHASSEE, FLORIDA

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5

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: 423 WALNUT, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: LAW OFFICES OF C. W. WICKERSHAM JR., P.A.
Name (Printed or typed)

2720 PARK STREET, SUITE 205
Address

JACKSONVILLE, FLORIDA 32205
City, State & Zip

TEL: (904) 302-7577 FAX: (904) 371-5199
Daytime Telephone number

cwwickersham@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

423 WALNUT, INC.,

a Corporation formed under Chapter 607 Florida Statutes

The undersigned incorporator, in duly forming a Florida Corporation as authorized under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation as hereinafter set forth and described;

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JACKSONVILLE, FLORIDA

ARTICLE I - NAME OF ENTITY

The name of this corporation shall be 423 WALNUT, INC. ("Corporation")

ARTICLE II - PURPOSE

A. The objectives and purposes of the Corporation are to engage in and transact any and all lawful business in which corporations are authorized to engage under Florida law, and any act necessary to carry out the financial responsibilities of the Corporation, and further;

B. To undertake any acts incidental to carrying out the purposes of the Corporation, or which are necessary or desirable in order to accomplish the objectives of the Corporation.

ARTICLE III - STOCK

The aggregate number of shares the Corporation is authorized to issue is ten thousand (100), with an initial par value of one dollar (\$1.00) per share. Pursuant to a meeting of the Board, concurrent with these Articles, all 100 Shares were issued to: David Graham.

ARTICLE IV - BOARD OF DIRECTORS

A. The Corporation shall maintain a Board of Directors on which will serve one (1) initial Director, notwithstanding, however, that upon approval by the Board of Directors, the Corporation may from time to time increase or decrease the number of Directors, provided that the minimum number of Directors never falls below one (1).

B. The initial Directors are;

David Graham, (Director)
3491 Pall Mall Dr Ste 201-B
Jacksonville, Florida 32257

C. Each shareholder in the Corporation, including the initial Directors named above, shall have the right to be a Director for as long as that Director is a shareholder. By acquiring stock in this Corporation, any subsequent shareholder agrees to abide by these Articles, and to elect the initial Director named above, together with any other shareholders then serving as Directors, to the office of Director for as long as that Director remains a shareholder. This Article may not be amended, revoked, rescinded, or altered in any way, without the written consent of each Director who is a shareholder at the time of any such amendment or alteration.

ARTICLE V - CORPORATE OFFICERS

A. The Corporation shall at all times maintain a minimum of one (1) corporate officer, and which number may be increased or decreased from time to time as determined by the Board of Directors, and further;

B. Pursuant to a vote held at the time of incorporation, the Board has appointed the following Officer of the Corporation;

David Graham, (President)
3491 Pall Mall Dr Ste 201-B
Jacksonville, Florida 32257

ARTICLE VI - REGISTERED AGENT

The Corporation's Registered Agent shall be;

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205-7645

ARTICLE VII - PRINCIPAL OFFICE

The Corporation's initial principal place of business shall be;

423 WALNUT, INC.
3491 Pall Mall Dr Ste 201-B
Jacksonville, Florida 32257

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is as follows;

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205-7645

ARTICLE IX - TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE X - BYLAWS

The Board of Directors, by a majority vote, may enact Bylaws governing the activities of the Corporation whenever the Board deems such Bylaws necessary, provided that no such Bylaws shall conflict with these Articles of Incorporation or any relevant portion of Florida law. Upon proper notice, any Bylaws enacted by the Board may be altered, rescinded, or amended by majority vote of the Board at any regular or special meeting called for that purpose.

ARTICLE XI - AMENDMENTS

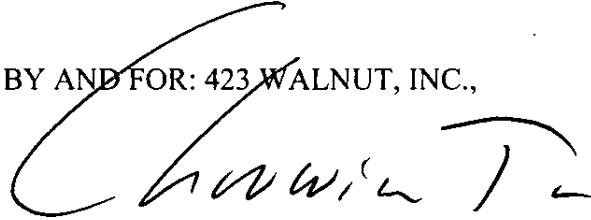
These Articles may be amended, altered, or repealed only upon a majority vote by the Corporation's stockholders, at any regular or special meeting called for that purpose.

ARTICLE XII - INDEMNITY

The Corporation shall indemnify its directors and officers to the full extent allowed by law, against any liability arising from acts performed in furtherance of the Corporation's purposes and goals.

WHEREUPON the undersigned Incorporator hereby executes these Articles of Incorporation, thereby establishing the formation of 423 WALNUT, INC., as a Florida Corporation duly authorized under Chapter 607, Florida Statutes, this 29th day of October, 2012.

BY AND FOR: 423 WALNUT, INC.,



CHRISTOPHER W. WICKERSHAM JR., ESQ.

Florida Bar No. 91703

LAW OFFICES OF C. W. WICKERSHAM JR., P.A.

The Whiteway Building, Suite 205

2720 Park Street, Jacksonville, Florida 32205

(904) 302-7577 Telephone

(904) 371-5199 Facsimile

Email: cwwickersham@gmail.com

Incorporator, 423 WALNUT, INC.

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, 423 WALNUT, INC., a Corporation duly organized and existing under the laws of the State of Florida, hereby submits the following statement designating its Registered Agent within the State of Florida.

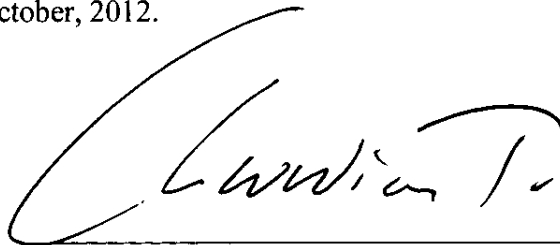
1. The name of the Corporation is: 423 WALNUT, INC.
2. The name and address of the Registered Agent and office is:

Christopher W. Wickersham, Jr., Esquire
The Law Offices of C. W. Wickersham Jr., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville Florida 32205-7645

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA

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.

DATED this 29th day of October, 2012.



CHRISTOPHER W. WICKERSHAM JR., ESQ.
Florida Bar No. 91703
LAW OFFICES OF C. W. WICKERSHAM JR., P.A.
The Whiteway Building, Suite 205
2720 Park Street, Jacksonville, Florida 32205
(904) 302-7577 Telephone
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Email: cwwickersham@gmail.com
Registered Agent, 423 WALNUT, INC.