

Sent By: Brett* Hendee, P.A.;
Division of Corporations

813.259-1106

May-31-07 2:52PM

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WALKER DEVELOPMENT CORPORATION

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Amend

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**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
WALKER DEVELOPMENT CORPORATION**

Walker Development Corporation, a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

FIRST: The Board of Directors of Walker Development Corporation duly adopted a resolution setting forth a proposed amendment of the Articles of Incorporation of said corporation, declaring said amendment to be advisable and seeking approval of said amendment by the shareholders of said corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that pursuant to F.S. §607.1003, the undersigned being the sole director of the Corporation, proposes to the shareholders of the Corporation that the Articles of Incorporation of Walker Development Corporation be amended by striking Article III thereof in its entirety and substituting therefore the following:

**ARTICLE III
Capital Stock**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Ten Thousand (10,000) shares, which shall be divided into two classes: one class, with a par value of One Cent (\$0.01) per share and consisting of Nine Thousand (9,000) shares shall be designated "Non-Voting Common Stock"; the other class, with a par value of One Cent (\$0.01) per share, and consisting of One Thousand (1,000) shares, shall be designated "Voting Common Stock". The Non-Voting Common Stock and the Voting Common Stock are sometimes referred to herein collectively as "Common Stock." All shares of Non-Voting Common Stock and Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights, powers and preferences, except as otherwise provided in these Articles of Incorporation.

a. Dividends. When and as dividends are declared, whether payable in cash, in property or in securities of the Corporation, the holders of the Non-Voting Common Stock and Voting Common Stock shall be entitled to share equally, on a share-for-share basis, in such dividends. When and as a dividend is declared and payable in Common Stock, holders of Non-Voting Common Stock shall receive shares of Non-Voting Common Stock, and holders of Voting Common Stock shall receive shares of Voting Common Stock.

b. Voting Rights and Power of Non-Voting Common Stock. Except as otherwise provided by law and these Articles of Incorporation, the holders of Non-Voting Common Stock shall have no right or power in any event to vote on any matter to be voted on by the stockholders of the Corporation (including any election or removal of the directors of

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the Corporation); provided that this paragraph b. may not be amended or modified without the approval of the holder(s) of a majority of the outstanding shares of Non-Voting Common Stock.

c. Voting Rights and Powers of Voting Common Stock. Except as otherwise provided by law or in this Certificate of Incorporation, the holders of Voting Common Stock shall have the exclusive right and power to vote on all matters submitted to stockholders for a vote, including the election or removal of directors of the Corporation. At any meeting of the shareholders of the Corporation, the presence in person or by proxy of a majority in number of the issued and outstanding shares of Voting Common Stock shall be sufficient to constitute a quorum for the election of directors.

d. Amendment. No amendment to this Article III of these Articles of Incorporation may be made without the approval of the holders of a majority of the outstanding shares of Voting Common Stock, and in addition, the approval of the holders of Non-Voting Common Stock as expressly provided in this Article III.

SECOND: Thereafter, pursuant to the resolution of its Board of Directors, the shareholders of the corporation duly approved such amendment by unanimous written consent pursuant to F.S. §607.0704.

THIRD: Said amendment was duly adopted in accordance with the provisions of F.S. §607.1003 of the Florida Business Corporation Act on May 31, 2007.

FOURTH: The capital of said corporation shall not be reduced under or by reason of said amendment.

[REST OF PAGE INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the undersigned director of the Corporation has executed these Articles of Amendment this 31st day of May, 2007.

99/01 D.r.
KURT H. HULL, Director

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