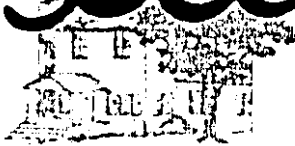


P95000055258



Stephen K. Brooks
George N. Lytle

STEPHEN K. BROOKS, P.A.
ATTORNEYS AT LAW

340 First Street, South
Winter Haven, Florida 33880
Phone: (941) 299-1962
Fax: (941) 299-8890

July 11, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

400001537734
-07/14/95--01025--018
****122.50 ****122.50

Re: The Walsworth Group

Gentlemen:

Enclosed herewith are the original and one copy of Articles of Incorporation and Registered Agent Certificate for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the following items:

Filing Fees	\$35.00
Certified Copy of Articles	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

If you find these Articles of Incorporation to be in order and suitable for filing, I would ask that a copy of the Articles be certified and returned to me.

Your courtesy and cooperation in this matter will be greatly appreciated.

Very truly yours,

George N. Lytle
George N. Lytle

GNL/jk
Enclosures

xc:

*Per Julie
Add "Inc"
to name.*

FILED
95 JUL 14 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS JUL 11 8 1995

ARTICLES OF INCORPORATION
OF

THE WALSWORTH GROUP, Inc.

FILED
95 JUL 14 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby certify to the following in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is THE WALSWORTH GROUP, ^{Inc.} and the principal place of business is 316 West Central Avenue, Suite 506, Winter Haven, Florida 33880.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of exercising all the powers that now or may hereafter be conferred upon corporations generally by the laws of the State of Florida and to engage in any other lawful activities within the purposes for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 316 West Central Avenue, Suite 506, Winter Haven, Florida 33880, and the name of the initial registered agent at that address is Harold S. Weyand, Jr.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The individuals constituting the original Board shall be:

Harold S. Weyand, Jr.
2119 Rivers Edge Court
Clearwater, Florida 34623

Robert V. Foote
1776 Sixth Street NW
Winter Haven, Florida 33881

ARTICLE VII - OFFICERS

The officers of this corporation shall be a President, and Secretary, and any other officers as the Board of Directors may at such future time deem expedient. The initial officers of the corporation shall be as follows:

Harold S. Weyand, Jr. - President

Robert V. Foote - Secretary

ARTICLE VIII - SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation is: Harold S. Weyand, Jr., 2119 Rivers Edge Court, Clearwater, Florida.

ARTICLE IX - BY LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing, shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way, interested.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts opposite their names:

Harold S. Weyand, Jr.	600 Shares
Robert V. Foote	400 Shares

Shares held by the initial stockholders, and all subsequent shareholders listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which such shares may be

offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



Harold S. Weyand, Jr.

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared Harold S. Weyand, Jr., to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 11th day of July, 1995.



JULIE A KEMP
My Commission CC44457v
Expires Mar. 12, 1999
Bonded by ANB
800-852-5878

(SEAL)

Julie A. Kemp
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 3/12/99

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

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

First -- that The Walsworth Group, ^{Inc.} desiring to organize under the laws of the State of Florida, has named Harold S. Weyand, Jr., 316 West Central Avenue, Suite 506, Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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



Harold S. Weyand, Jr.
Resident Agent

95 JUL 14 8 10 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED