

P9600003/298

MARCH 29, 1996

TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND, THE ARTICLES OF INCORPORATION FOR WALSH
ENTERPRISES, INC. THE PHONE NUMBER IS (904) 249 - 7331. ALSO
INCLUDED IS A CHECK FOR \$70.00 FOR THE CORPORATE FILING FEE. I HAVE
INSERTED AN EXTRA COPY OF THE ARTICLES OF INCORPORATION, PLEASE
STAMP THESE PAPERS FILED AND RETURN THEM TO ME.

TELEPHONE FILING
04/05/96 - 04/08/96
*****70.00 *****70.00

FILED
06 APR -5 PM 12:22
TALLAHASSEE, FLORIDA

4-10-96
DB

ARTICLES OF INCORPORATION
OF
WALSH ENTERPRISES, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION IS WALSH ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE APRIL 1, 1996

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

FILED
SEP-5 PM 12:22
CLERK OF DISTRICT COURT
JUL 19 1996

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK. THIS COMMON STOCK WILL HAVE A PAR VALUE OF \$ 100.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS:

90 OCEAN BREEZE DR.

ATLANTIC BEACH, FL. 32233

THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

90 OCEAN BREEZE DR.

ATLANTIC BEACH, FL. 32233

THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS LARRY E. WALSHAW. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

LARRY E. WALSHAW

90 OCEAN BREEZE DR.

ATLANTIC BEACH, FL. 32233

ALL CORPORATE POWERS SHALL BE EXERCISED BY, OR UNDER, THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND, OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION. THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

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THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO
SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION
ARE AS FOLLOWS:

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE
ARTICLES OF INCORPORATION ON _____ 1996


LARRY E. WALSHAW

STATE OF FLORIDA

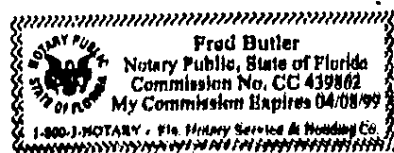
COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY
AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE
ACKNOWLEDGMENTS, PERSONALLY APPEARED LARRY E. WALSHAW TO ME KNOWN
AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED THE SAID ARTICLES ON INCORPORATION FOR THE USES AND
PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL
AT JACKSONVILLE, FLORIDA, THIS 2nd DAY OF April
19 96


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 4-8-99



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 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST, THAT WALSH ENTERPRISES, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF JACKSONVILLE, FL., HAS NAMED:

LOCATED AT:

LARRY E. WALSHAW

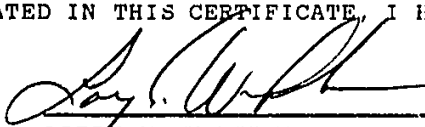
90 OCEAN BREEZE DR.

ATLANTIC BEACH, FL. 32233

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.



LARRY E. WALSHAW

3/20/96

DATE

FILED
MAR 22 1996
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA