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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
Board Certified Real Estate Attorney  
JAMES H. SIESKY, P.A.  
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SUITE 201, THE FAIRWAY BUILDING  
1000 TAMiami TRAIL NORTH  
NAPLES, FLORIDA 34102

October 11, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500001980635--0  
-10/18/96--01106--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Holden Walker Corporation

Gentlemen:

Enclosed for filing please find the articles of incorporation for the above-referenced corporation. Our check in the amount of \$122.50 is enclosed to cover the filing fee and the fee for a certified copy of the articles.

Please return the certified copy of the articles to my office.

Thank you for your assistance in this matter.

Sincerely yours,

SIESKY, PILON & WOOD

*James A. Pilon*  
James A. Pilon

FILED  
96 OCT 18 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PK  
10/21/96

ARTICLES OF INCORPORATION  
OF  
HOLDEN WALKER CORPORATION

FILED  
96 OCT 18 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

Holden Walker Corporation

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 4227-B Arnold Avenue, Naples, FL 34104.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

## ARTICLE V

### CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

## ARTICLE VI

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4227-B Arnold Avenue, Naples, FL 34104, and the name of the initial registered agent of the corporation at that address is Donald L. Retallick, III. The officers may from time to time

select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

Donald L. Retallick, Jr., 4227-B Arnold Avenue, Naples, FL 34104  
Donald L. Retallick, III, 4227-B Arnold Avenue, Naples, FL 34104  
Kimberly Retallick, 4227-B Arnold Avenue, Naples, FL 34104

#### ARTICLE IX

##### INCORPORATOR

The name and address of the person signing these Articles are:

Donald L. Retallick, III, 4227-B Arnold Avenue, Naples, FL 34104

#### ARTICLE X

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE XI

##### AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

#### ARTICLE XII

#### S. ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15 day of October, 1996.

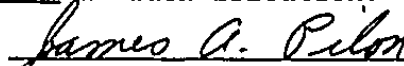


Donald L. Retallick, III  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of October, 1996, by Donald L. Retallick, III, who is personally known to me or who has produced \_\_\_\_\_ as identification.

(SEAL)



NOTARY PUBLIC

My Commission Expires:

Commission No:

JAMES A. PILON

Typed or Printed Name of Notary



JAMES A. PILON  
COMMISSION # CC 330828  
EXPIRES JAN 5, 1998  
Atlantic Bonding Co., Inc.  
800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Holden Walker Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named Donald L. Retallick, III, located at 4227-B Arnold Avenue, City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of 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.

By: 

Donald L. Retallick, III

**FILED**  
96 OCT 18 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA