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Richard H. May
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February 7, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

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-02/11/97--01041--003
*****70.00 *****70.00

re: Walco Utilities, Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for the above named corporation.

Also enclosed is my client's check in the amount of \$70.00 to cover the filing fee (\$35.00) and the Registered Agent fee of \$35.00.

Please receipt and return a copy of the Articles of Incorporation in the self-addressed stamped envelope provided for that purpose.

Thank you for your assistance in this matter.

Sincerely,

/s/ Richard H. May

Richard H. May

RHM/sec
encls

FILED
97 FEB 10 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-12-97

**ARTICLES OF INCORPORATION
OF
Walco Utilities, Inc.**

FILED
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SECRET
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is Walco Utilities, Inc. The principal place of business of the corporation is 5639 Witten Road, Jacksonville, Florida 32254 and its mailing address is 5639 Witten Road, Jacksonville, Florida 32254.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of the par value of \$1.00 per share common stock.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation and the initial registered office at which said Registered Agent is located are as follows:

Dennis Cox
Walco Utilities, Inc.
5639 Witten Road
Jacksonville, Florida 32254

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Joseph Walding

**ARTICLE VII
PREEMPTIVE RIGHTS**

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

**ARTICLE VIII
INCORPORATOR**

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

Joseph Walding
5639 Witten Rd
Jacksonville, Fl 32254

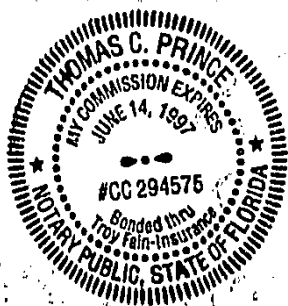



Joseph Walding

STATE OF FLORIDA
COUNTY OF CLAY

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Joseph Walding known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

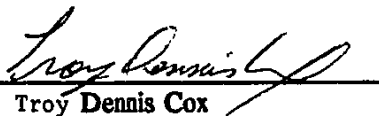
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this January 31st, 1997.




Notary Public, State of
Florida at Large
My Commission Expires: 6/14/97

**Certificate Designating (or changing) Place of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom Process May Be Served**

Pursuant to § 607.0501(3) and § 48.091, Florida Statutes (1991), the undersigned accepts the appointment of Registered Agent described in Article V above. The registered agent is familiar with, and accepts, the obligations of that position.


Troy Dennis Cox

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA