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334 Ventura Avenue
Orlando, FL 32810

May 20, 1997

97 MAY 27 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-05/27/97--01096--002
*****78.75 *****78.75

RE: Incorporation of Victor Walters Construction, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation and a check for \$78.75 with the fees consisting of:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate under Seal	<u>\$8.75</u>
TOTAL	\$78.75

The above amount covers the charges related to the incorporation of the above named company.
Your attention to this matter is appreciated. If there are any questions, please contact me at (407)
423-5394. Thank you.

Sincerely,

Victor E. Walters

Victor E. Walters

Enclosure

OK 5/28/97

ARTICLES OF INCORPORATION
OF
VICTOR WALTERS CONSTRUCTION, INC.

FILED
97 MAY 27 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is:

VICTOR WALTERS CONSTRUCTION, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be: 334 Ventura Avenue, Orlando, Florida 32805. The Board of Directors may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

ARTICLE VII. DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as Officers, to restrict the transfer of stock by stockholders, to indemnify Directors and Officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its Directors individually or business in which one or more of its Directors are interested, and to exercise such other powers of corporation as are not inconsistent with these Articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Victor E. Walters	334 Ventura Ave., Orlando, FL 32805
Clara L. Walters	334 Ventura Ave., Orlando, FL 32805

ARTICLE X. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Victor E. Walters	334 Ventura Ave., Orlando, FL 32805

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the office registered for the corporation shall be c/o Victor E. Walters, 334 Ventura Ave., Orlando, FL 32805. The initial registered agent shall be Victor E. Walters.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any

provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal, this 21st day of May, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


VICTOR E. WALTERS

STATE OF FLORIDA

COUNTY OF Orange

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 VICTOR E. WALTERS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before that he subscribed to these Articles of Incorporation.

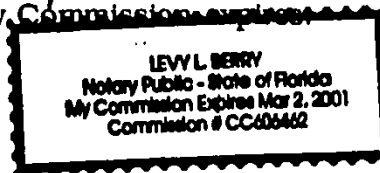
Sworn to and subscribed before me this 21st day of May, 1997.


NOTARY PUBLIC, State of Florida

Identification:

Personally Known

My Commission Expires



**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE**

FILED

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

VICTOR WALTERS CONSTRUCTION, INC.

2. The name and address of the registered agent and office is:

Victor E. Walters, 334 Ventura Avenue, Orlando, FL 32805

Victor Edward Walters
Signature

President
Title

5 - 21 - 97
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Victor Edward Walters
Signature - Registered Agent

5 - 21 - 97
Date