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FLORIDA DIVISION OF CORPORATIONS

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FROM: NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
073222003555

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FAX #:

NAME: WALTER E., INC.

AUDIT NUMBER.....H97000019771

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 3

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DEC 01 '97 P. 23:22PM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1997

NASON, YEAGER, GERSON, ET AL.

SUBJECT: WALTER E., INC.
REF: W97000026783

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

Only one registered agent is to be listed in article 4.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000019771
Letter Number: 397A00056765

ARTICLES OF INCORPORATION
OF
WALTER E., INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

EFFECTIVE DATE
11-28-97

ARTICLE I

NAME

The name of this Corporation shall be:

WALTER E., INC.

ARTICLE II

ADDRESS

The principal office of the corporation is:

825 Center Street
Jupiter, Florida 33458

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Thomas J. Yeager, Esq.
Nason, Yeager, Gerson, White & Lloce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Florida Bar No. 073206
(561) 696-3307

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TALLAHASSEE, FLORIDA

Thomas J. Yeager
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Thomas J. Yeager

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Walter E. Yeager	825 Center Street Jupiter, Florida 33458

ARTICLE VII

BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be November 28, 1997.


E97000019771

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 28th day of November, 1997.


Walter E. Yeager, Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, WALTER E., INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 825 Center Street, Jupiter, Florida 33458, has named THOMAS J. YEAGER, located thereat as its registered agent to accept service of process within this State.

By: 
Walter E. Yeager, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Thomas J. Yeager, Registered Agent