



P97000104009

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

December 8, 1997

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

EFFECTIVE DATE
1-1-1998

RE: Walker & Walker Consultants, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

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Sincerely,

Mark Hankins
President

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TALLAHASSEE, FLORIDA

B/S
12/10/97

ARTICLES OF INCORPORATION

OF

WALKER & WALKER CONSULTANTS, INC.

EFFECTIVE DATE

1-1-1998

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is WALKER & WALKER CONSULTANTS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be January 1, 1998.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and address of the persons who are to serve as directors until

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the first annual meeting of shareholders or until their successor(s) are elected and qualified are:

NORMAN M. WALKER
2816 Delachaise Court
Clearwater, FL 33761-1322

CAROL L. WALKER
2816 Delachaise Court
Clearwater, FL 33761-1322

SEVENTH: The name and address of the incorporator is:

CAROL L. WALKER
2816 Delachaise Court
Clearwater, FL 33761-1322


EIGHTH: The name and address of the initial registered agent and the initial registered office is:

ELIZABETH A. McCLELLAN
2816 Delachaise Court
Clearwater, FL 33761-1322

NINTH: The principal office of the corporation is:

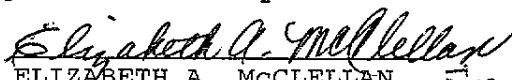
WALKER & WALKER CONSULTANTS, INC.
2816 Delachaise Court
Clearwater, FL 33761-1322

DATED: November 28, 1997


CAROL L. WALKER
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


ELIZABETH A. McCLELLAN

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TALLAHASSEE, FLORIDA