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H. FRANK WINN, JR.

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322 SOUTH ALCANIZ STREET
SEVILLE SQUARE
PENSACOLA, FLORIDA 32501

January 30, 1998

MAIL: POST OFFICE BOX 150
PENSACOLA, FLORIDA 32591-0150
TELEPHONE: (850) 434-6214
TELECOPIER: (850) 434-6290

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-02/02/98--01033--003
***122.50 ***122.50

Re: WALMSLEY COMPANY

Dear Sir or Madam:

Please find enclosed original and one copy each of
Articles of Incorporation and Registered Agent's Certificate.

Also enclosed is check in the amount of \$122.50
follows:

Filing fee -----	\$ 35.00
Certified copy -----	52.50
Registered Agent fee -----	35.00
Total -----	<u>\$122.50</u>

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of
Incorporation and Registered Agent's Certificate and return a
certified copy to the undersigned.

EFFECTIVE DATE

1-30-98

Very truly yours,

H. FRANK WINN, JR.

HFWjr/jkf

DMC
2/3/98

Encs.

cc: Mr. Peter N. Walmsley

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WALMSLEY COMPANY

EFFECTIVE DATE

1-30-98

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 the corporation is: WALMSLEY COMPANY.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the laws of Florida. The business to be transacted shall include, but not be limited to, investment management, and to manufacture, purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence and its existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE V: PRE-EMPTIVE 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 already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 350 Pensacola Beach Boulevard, Pensacola Beach, FL 32561. The mailing address of the corporation is P.O. Box 250, Gulf Breeze, FL 32562-0250.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, which is the same as the principal office of the corporation, is 350 Pensacola Beach Boulevard, Pensacola Beach, FL 32561, and the registered agent of this corporation at that address is PETER N. WALMSLEY.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of the initial director of this corporation:

PETER N. WALMSLEY
1074 Ft. Pickens road
Pensacola Beach, FL 32561

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

H. FRANK WINN, JR.
P.O. Box 150
Pensacola, FL 32591-0150

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: TRANSFER OF STOCK

No stockholder, the executor or administrator of any

deceased stockholder shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make such transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders preemptive rights of purchase as conditions precedent to the sale of stock.

ARTICLE XII: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has

executed these Articles of Incorporation, on this 30th of
January, 1998.



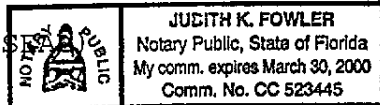
H. FRANK WINN, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me
this 30th of January, 1998, by H. FRANK WINN, JR., who is
personally known to me.

NOTARY PUBLIC:



Sign: _____

Print: _____


Judith K. Fowler

FILED

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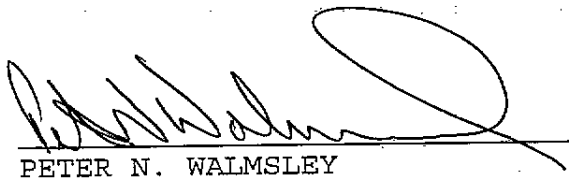
REGISTERED AGENT'S CERTIFICATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation: WALMSLEY COMPANY
2. The name and address of the registered agent and office is:

PETER N. WALMSLEY
350 Pensacola Beach Boulevard
Pensacola Beach, FL 32561

HAVING been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



PETER N. WALMSLEY