

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 10 PM 1:35

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G.A. Walker, Inc.

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DIVISION OF CORPORATION

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: _____

Name _____

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Date Time

Walk-In _____

Will Pick Up _____

RP
03-10-98

ARTICLES OF INCORPORATION
OF
G.A. WALKER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I-NAME

The name of this Corporation is G.A. WALKER, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

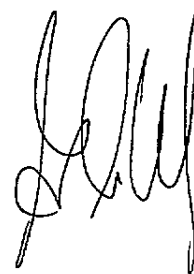
The name and street address of the initial registered office of this Corporation is: CARLOS J. ARBOLEYA, JR. , 2550 South Dixie Highway, Miami, Florida 33133

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
GERARD A. WALKER.	P.O. Box 823803 S. Florida, Florida 33082-3803

THIS INSTRUMENT PREPARED BY:
CARLOS ARBOLEYA, JR., ESQUIRE
2550 SOUTH DIXIE HIGHWAY
COCONUT GROVE, FLORIDA 33133
FLORIDA BAR #817155



ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is:
P.O. Box 823803, S. Florida, Florida 33082-3803.

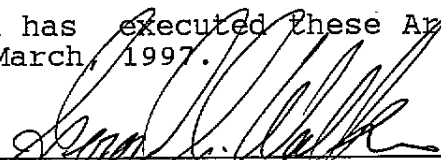
ARTICLE XI-INCORPORATOR

The person signing these articles is: GERARD A. WALKER,
of P.O. Box 823803, S. Florida, Florida 33082-3803.

ARTICLE XII-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of March, 1997.

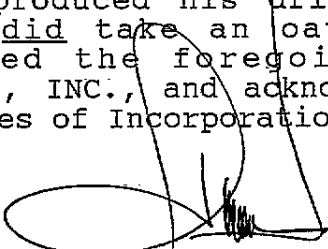


GERARD A. WALKER

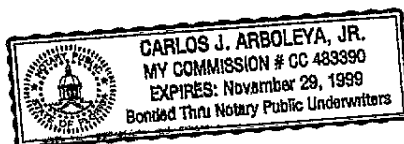
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DIVISION OF CORPORATIONS
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State of Florida)
)
County of Dade)

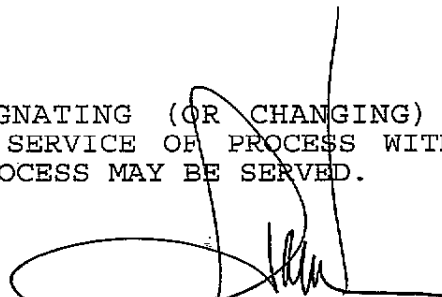
The foregoing instrument was acknowledged before me this 10th day of March, 1997, by GERARD A. WALKER, who is personally known to me or who has produced his driver's license as identification and who did take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of G.A. WALKER, INC., and acknowledged before me that he executed those Articles of Incorporation.



NOTARY PUBLIC, STATE OF FLORIDA.
Printed Name: CARLOS J. ARBOLEYA, JR.
My Commission Expires:



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.



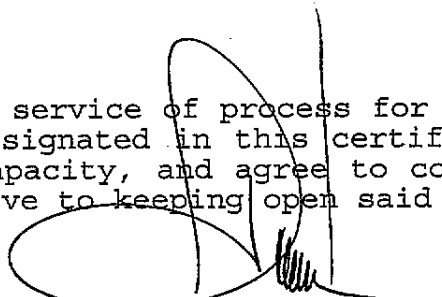
CARLOS J. ARBOLEYA, JR.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That G.A. WALKER, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named CARLOS J. ARBOLEYA JR., located at 2550 South Dixie Highway, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

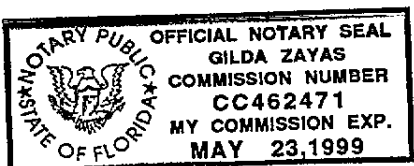
By: 

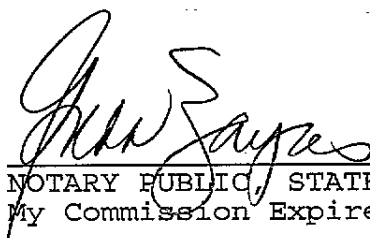
CARLOS J. ARBOLEYA, JR.

State of Florida)
)
County of Dade)

The foregoing instrument was acknowledged before me this 10th day of March, 1997, by CARLOS J. ARBOLEYA, JR., who is personally known to me or who has produced his driver's license as identification and who did take an oath, and who, as Incorporator, executed the foregoing Articles of Incorporation of G.A. WALKER, INC., and acknowledged before me that he executed those Articles of Incorporation.

STATE OF FLORIDA)
COUNTY OF DADE)





NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: