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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 874288 80578A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 29, 1998

ORDER TIME : 3:01 PM

ORDER NO. : 874288-005

CUSTOMER NO: 80578A

CUSTOMER: John R. Haggitt, Esq
JOHN R. HAGGITT, ESQ

300 Turner Street
Clearwater, FL 34616

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-06/30/98--01011--012
*****70.00 *****70.00

DOMESTIC FILING

NAME: WALNUT RIVER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 10:10

RECEIVED
98 JUN 29 PM 1:09
DIVISION OF CORPORATION
6/30/98

ARTICLES OF INCORPORATION.

OF

WALNUT RIVER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 10:11

The undersigned, acting as incorporator of corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. CORPORATE NAME.

The name and principal address of this corporation is:

WALNUT RIVER, INC.
7031 49th Street N.
Pinellas Park, FL 33781

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

Number: The aggregate number of shares that the corporation shall have the authority to issue is 70,000 shares of capital stock with a par value of \$.10 per share.

Capital: The amount of capital with which this corporation will begin business shall not be less than \$500.00.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No Classes of Stock: The shares of the corporation are not to be divided into classes.

No Share in Series: The corporation is not authorized to issue shares in series.

ARTICLE IV. TERM OF EXISTENCE.

The period of duration of the corporation is perpetual.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MELISSA NEWMAN
7031 49th Street N.
Pinellas Park, FL 33781

ARTICLE VI. INITIAL DIRECTOR.

The initial Board of Directors shall consist of three (3) members who need not be residents of the State of Florida or shareholders in the corporation.

ARTICLE VII. BOARD OF DIRECTORS.

The name and address of the person(s) who shall serve as Director(s) until the first annual meeting of shareholders, or until their successor shall have been elected and qualified as follows:

HARLAN NEWMAN, 7031 49th Street N., Pinellas Park, Fl 33781
MELISSA NEWMAN, 7031 49th Street N., Pinellas Park, FL 33781
HARVEY GOCHBERG, 7031 49th Street N., Pinellas Park, FL 33781

ARTICLE VIII. INCORPORATOR.

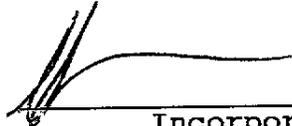
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MELISSA NEWMAN
7031 49th Street N.
Pinellas Park, Fl 33781

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has made and subscribed the foregoing Articles of Incorporation at Clearwater, Florida on 26 day of June, 1998.



Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared MELISSA NEWMAN to me known to be the person described as Incorporator and who executed the

foregoing Articles of Incorporation, and acknowledged before me that she
subscribed to these Articles of Incorporation on 26 day of June
 , 1998.

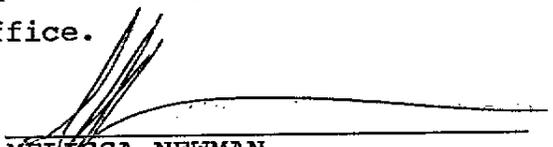
Marilyn R Short
Notary Public
My commission expires:



MARILYN R. SHORT
MY COMMISSION # CC454538 EXPIRES
June 28, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WALNUT RIVER, INC. at the place designated in the Articles of Incorporation, namely 7031 49th Street N., Pinellas Park, FL 33781, MELISSA NEWMAN agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


MELISSA NEWMAN
Registered Agent

Date: June 26, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 10:11