

D98000064614

Your Business Matters, Inc.

9211 Brady Street
Spring Hill, FL 34608

July 13, 1998

100002592741--8
-07/20/98--01037--019
****122.50 ****122.50

EFFECTIVE DATE
7-13-98

Division of Corporations
FL Department of State
Post Office Box 6327
Tallahassee, FL 32314

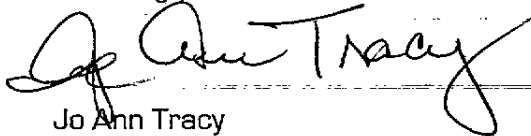
Dear Secretary of State:

Enclosed, for filing, is the original *Articles of Incorporation of WALKER & WALKER MARKETING, INC.*, and a photocopy of the same. Also included is a check payable to "Department of State," in the amount of \$122.50, to cover:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
52.50	Certified Copy
<u>\$ 122.50</u>	

Please return the certified copy, as filed, to my office at the address listed herein.

Thanking you, in advance,



Jo Ann Tracy
Vice President

JAT/ykw
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:23

B. BROWN JUL 22 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:23

EFFECTIVE DATE
2-13-98

ARTICLES OF INCORPORATION
of
WALKER & WALKER MARKETING, INC.

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I
NAME

The name of the Corporation shall be:

WALKER & WALKER MARKETING, INC.

ARTICLE II
PLACE OF BUSINESS

The principal place of business of this Corporation shall be:

5020 PARISH LANE, SAFETY HARBOR, FL 34695.

ARTICLE III
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles or the earliest date allowable by the Division of Corporations, unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be:
9211 Brady Street, Spring Hill, FL 34608.

The initial registered agent of this Corporation at such office shall be:
YOUR BUSINESS MATTERS, INC.,
who upon accepting this designation agrees to comply with the provisions of Section 607.0501, Florida Statutes, as amended from time to time, with respect to keeping open for service of process.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of TWO members. The number of Directors may be increased or decreased from time to time by vote of the Stockholders, but in no case shall the number of Directors be less than one. The names and street addresses of the directors constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RHONDA B. WALKER	5020 Parish Lane, Safety Harbor, FL 34695
ROBERT A. WALKER	5020 Parish Lane, Safety Harbor, FL 34695

ARTICLE VII
INCORPORATORS

The names and street addresses of the initial subscribers signing these articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RHONDA B. WALKER	5020 Parish Lane, Safety Harbor, FL 34695
ROBERT A. WALKER	5020 Parish Lane, Safety Harbor, FL 34695

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

BY-LAWS

The power to adopt, addend, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held for the purpose of completing the organization of the Corporation and the adoption of the by-laws and the transaction of such other business as may come before the meeting.

ARTICLE XI

CAPITAL STOCK

This Corporation shall have the authority to issue 7,000 shares of \$1.00 par value stock, which shall be designated as "Common Stock."

ARTICLE XII

TERMS OF ISSUING STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIII
RESTRICTIONS OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

RHONDA B. WALKER	51 shares
ROBERT A. WALKER	49 shares

Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders and this Corporation.

ARTICLE XIV
AMENDMENT

This Corporation reserves the right to amend, addend, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation of WALKER & WALKER MARKETING, INC., on this 13th day of July, 1998.


RHONDA B. WALKER

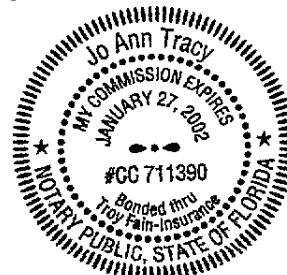

ROBERT A. WALKER

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared RHONDA B. WALKER and ROBERT A. WALKER, who presented Florida Driver's License #~~W426-722-65-8850~~ and #~~W426-761-58-3870~~ respectively, who did not take oaths, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County noted above, on this 13th day of July, 1998.


Jo Ann Tracy, NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:23

C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted:

WALKER & WALKER MARKETING, INC.,

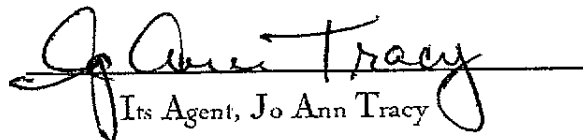
desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 9211 Brady Street, Spring Hill, County of Hernando, State of Florida, 34608, has accepted Your Business Matters, Inc., at that address, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of the said act related to keeping open said office.

YOUR BUSINESS MATTERS, INC.

By:


Its Agent, Jo Ann Tracy