P98000083061 Walters and Svendsen, P.A.

P. O. Box 997 Yulee, FL 32041-0997

Members American Institute of Certified Public Accountants

Department of State Division of Corporations P.O. Box 6327

000002646940--3 -09/23/98--01036--006 ****122.50 ****122.50

SUBJECT:

KENNETH R. WALTERS, P.A.

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50.

FROM:

Kenneth R. Walters, CPA

P.O. Box 997

Yulee, FL 32041-0997

904-225-2018

98 SEP 23 AH 8: 25

Phone: 904-225-2018

Fax: 904-225-2042

email: krw@net-magic.ne

I corrected art.9.

TA-9/25/8

ARTICLES OF INCORPORATION OF KENNETH R. WALTERS, P.A.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby acts as an incorporator for a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is KENNETH R. WALTERS, P.A.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE.

This corporation may engage in a certified public accounting practice.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 208 US Hwy 17, Yulee, Florida 32097 and the name at that address is Kenneth R. Walters. The signature of Kenneth R. Walters as incorporator of KENNETH R. WALTERS, P.A., indicates that he accepts the duties and obligations of the position of registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall initially have two directors. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The names and addresses of the members of the first Board of Directors are:

Kenneth R. Walters

Chairman of the Board

3967 First Avenue

Fernandina Beach, FL 32034

Judith R. Walters

Member

3967 First Avenue

Fernandina Beach, FL 32034

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

P.O. Box 997

Yulee, FL 32041-0997

ARTICLE VIII. INCORPORATION

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

Kenneth R. Walters

3967 First Avenue

Fernandina Beach, FL 32034

The incorporator of the corporation assigns to the corporation the rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by

the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective of the date existence begins.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a share holder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 17th day of September, 1998.

Kenneth R. Walters

Incorporator & Registered Agent

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