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1524 Wilton Lane
Sanibel, FL 33957
October 28, 1998

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, FL 32301

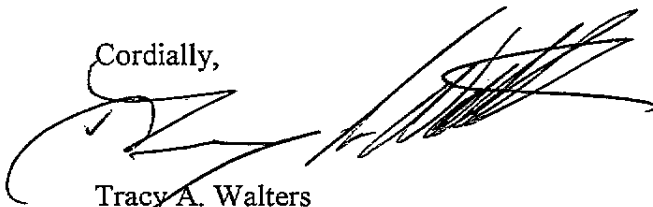
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****122.50 *****78.75

To Whom It May Concern:

Enclosed are two (2) copies of the Articles of Incorporation of Tracy A. Walters, Inc., and the appointment of a registered agent for filing purposes, along with our check in the amount of \$122.50 for filing fees.

Please return the approved articles to me. If you have any questions, please feel free to let me know.

Cordially,



Tracy A. Walters
Incorporator

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 12:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 12:00

**ARTICLES OF INCORPORATION
OF
TRACY A. WALTERS, INC. —**

(I)

The Name of the Corporation is Tracy A. Walters, Inc.

(II)

The Corporation is organized pursuant to the provisions of the Florida Business Corporations Act.

(III)

The period of its duration is perpetual.

(IV)

The Corporation is a corporation for profit and is organized for the following purposes:

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, 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; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, fraternal benefit society, state fair or exposition.

In addition the Corporation shall have power:

- (1) to conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;
- (2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness and required;
- (3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

- (4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
- (5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

(V)

The aggregate number of shares which the corporation shall be authorized to issue is one hundred (100) and the par value of each share is no par.

(VI)

The street address of the initial registered office of the corporation is 1524 Wilton Lane, Sanibel, Florida 33957 and the initial registered agent of the corporation at such address is Tracy A. Walters. The address of the registered agent and the address of the corporation is the same.

(VII)

The number of directors constituting the initial board of directors of the corporation is one (1), and the name(s) and address(es) of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Tracy A. Walters
1524 Wilton Lane
Sanibel, FL 33957

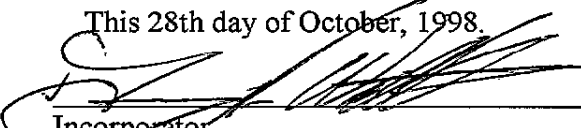
(VIII)

The name and address of the incorporator(s) are:

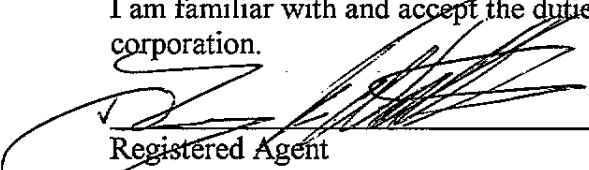
Tracy A. Walters
1524 Wilton Lane
Sanibel, FL 33957

In witness thereof, the undersigned incorporator(s) has executed these Articles of Incorporation.

This 28th day of October, 1998.


Incorporator

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent

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98 NOV -5 PM 12:00