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CHAPMAN, CHAPMAN & CHAPMAN, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

1920 GOLF STREET

SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman  
Kenneth D. Chapman, Jr.  
Forrest Chapman (1891-1967)

December 17, 1998

Telephone 366-1600  
Telefax 366-1601  
Area Code (941)

Florida Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: WALLIN PROPERTIES, INC.

Dear Sir or Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for WALLIN PROPERTIES, INC., and a check in the amount of ONE-HUNDRED TWENTY-TWO DOLLARS AND FIFTY CENTS (\$122.50) payable to The Florida Department of State for the following:

Filing Fee, for Articles of Incorporation, F.S. 607.0122 (1)	\$35.00
Filing Fee for Resident Agent F.S. 607.0122 (7)	35.00
Certified Copy, F.S. 607.0122 (23)	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

FILED  
98 DEC 21 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to this matter.

Sincerely,

*Terry J. Tamburino*

Terry J. Tamburino  
Legal Assistant

/tjt  
Enc.

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-12/21/98-01123-012  
\*\*\*\*122.50 \*\*\*\*\*78.75

DEC 23 1998  
*[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**WALLIN PROPERTIES, INC.**

**ARTICLE I. - NAME**

The name of this corporation is WALLIN PROPERTIES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the Principal mailing and office address of the corporation is 204 Cedar Park Circle, Sarasota, Florida 34242.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in and conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of Ten (\$10.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 204 Cedar Park Circle, Sarasota, Florida 34242, and that the name of the initial registered agent of this corporation at that address is WALTER C. WALLIN.

**ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles is:

THOMAS W. WALLIN  
4828 Ocean Boulevard  
Sarasota, Florida 34242

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

THOMAS W. WALLIN  
4828 Ocean Boulevard  
Sarasota, Florida 34242

LINDA F. WALLIN  
4828 Ocean Boulevard  
Sarasota, Florida 34242

WALTER C. WALLIN  
204 Cedar Park Circle  
Sarasota, Florida 34242

KATHY D. WALLIN  
204 Cedar Park Circle  
Sarasota, Florida 34242


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TALLAHASSEE FLORIDA

ARTICLE VIII - 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 to them by the stockholders, and approved at a stockholders' meeting by a majority vote of the stock entitled to vote thereon.

I, THE UNDERSIGNED, being the original subscriber of the capital stock hereinafter mentioned, and for the transaction of business under the provisions of the laws of Florida, do make, sign, acknowledge and file in the office of the Secretary of State, this Certificate of Incorporation.

WITNESS my hand and seal this 15<sup>th</sup> day of December, 1998.

  
THOMAS W. WALLIN

FILED  
98 DEC 21 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared THOMAS W. WALLIN, to me personally known and known to be the subscriber and person named in the foregoing charter of WALLIN PROPERTIES, INC., who being by me first duly sworn, deposed and says that it is intended in good faith to carry out the purposes and objectives as set forth in the foregoing proposed charter.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 15<sup>th</sup> day of December, 1998.

  
Notary Public

My Commission Expires:



Terry J. Tamburino  
My Commission CC625525  
Expires March 19, 2001

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

By

  
WALTER C. WALLIN