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ARTICLES OF INCORPORATION

OF

D & G WALTON GROUP, INC.

ARTICLE I - NAME

The name of this corporation shall be:

D & G WALTON GROUP, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to own, operate and manage PAK Mail Centers of America, and any business allowed under the laws of Florida and laws of the United States.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any 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 initial registered office of this corporation shall be: Griffin & Associates, P.A., 915 Oakfield Drive, Suite F, Brandon, FL 33511. The initial Registered Agent of this corporation at such office, shall be Glen R. Lansky, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 2420 W. Brandon Boulevard, Brandon, Florida 33511.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board is:

<u>NAME</u>	<u>ADDRESS</u>

Debra A. Walton 1303 Estatewood Drive

Brandon, Florida 33510

Glenn S. Walton 1303 Estatewood Drive

Brandon, Florida 33510

ARTICLE VIII - INCORPORATOR

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

NAME ADDRESS

Debra A. Walton

1303 Estatewood Drive
Brandon, Florida 33510

Brandon, Florida 33310

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend 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.

DEBRA A. WALTON

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20 day of January, 1999, by DEBRA A. WALTON.

who is personally known to me, or who produced RDU0435-161-58-76 as identification

and who did/did not take an oath.

Lynn D. Dickey

Lynn D. Dickey

Lyn Commission # 12340925 Expires

April 10, 2000

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE AND REGISTERED AGENT (AND RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That **D & G WALTON GROUP, INC.** desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at Griffin & Associates, P.A., 915 Oakfield Drive, Suite F, Brandon, FL 33511, has Glen R. Lansky of that address, as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Glen R. Lansky

Griffin & Associates, P.A.

99 JAN 21 AM 9:27
SECRETARY OF STATE