

JOHN B. WALKUP, JR.

ATTORNEY AND COUNSELOR AT LAW

18 NORTHWEST THIRD AVENUE
OCALA, FLORIDA 34475-6698

TELEPHONE
(352) 622-4257

FAX
(352) 622-5769

P9900028140

March 19, 1999

Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Wallco, Inc.

Dear Sirs:

Enclosed herewith for filing is the original of Articles Of Incorporation, together with the Certificate Designating the Resident Agent for the corporation. Understanding that the filing fee is \$35.00 for each, I enclose herewith my trust account check in the amount of \$70.00.

Also enclosed is a copy of the Corporation Charter that is not more than eight (8) pages, together with a separate check in the amount of \$8.75 for which we please request you certify the copy pursuant to Florida Statute 15.09(d) and return the certified copy to me.

Let me thank you in advance for your services in this regard.

Yours very truly,

J. B. Walkup, Jr.
J. B. Walkup, Jr.

JBW/mg
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:57

John Walkup
AUTHORIZATION BY PHONE TO GAVE
CORRECT *Art 17*
DATE *3/26/99*
DOC. EXAM *Douglas Brown*

D. BROWN MAR 26 1999

ARTICLES OF INCORPORATION

OF

WALLCO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:57

ARTICLE I NAME

The name of this corporation shall be WALLCO, INC.

ARTICLE II DURATION

This corporation shall commence existence upon the filing of these Articles Of Incorporation by the Department Of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III PURPOSE

The general nature of business and the objects and purposes, proposed to be transacted by this corporation, in addition to the general corporation powers given and authorized by the laws of the State of Florida, are to do any and all of the following, to-wit:

To purchase and sell at both retail and wholesale, fences and fencing materials, and to build, install and repair fences for residential, commercial and agricultural purposes.

In addition to the general corporate powers, for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to the making and performing of contracts of any kind and description for the purpose of attaining any of the objects of the corporation, and to do and perform any and all

things necessary incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE IV CAPITAL STOCK

The amount of the capital stock for which this corporation is authorized to issue is 100 shares of \$10.00 par value common stock.

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of this corporation and the street address of the initial registered office of this corporation is 19305 N. Highway 441, Orange Lake, Florida 32681, and the name of the initial registered agent of this corporation at that address is MARY E. WALKUP.

ARTICLE VII CORPORATION MANAGEMENT BY STOCKHOLDERS

The business of this corporation shall be managed by the stockholders of the corporation rather than by a Board Of Directors.

ARTICLE VIII STOCKHOLDERS

The names and post office addresses of the stockholders of this corporation, who are of full age and who are citizens of

the United States Of America, and the number of shares of stock and the value thereof are:

Walkup Fence, Inc.	100 shares	\$1000.00
19305 N. Highway 441		
Orange Lake, Florida 32681		

ARTICLE IX OFFICERS OF THE CORPORATION

The following shall constitute and be the officers of the corporation for the first year:

EDWIN F. WALKUP, JR.
8380 N.W. 210th Street
McIntosh, Florida 32664

President

MARY E. WALKUP
6155 W. Avenue "F"
McIntosh, FL 32664

Secretary and Treasurer
and First Vice-President

Celeste Walkup
8380 N.W. 210th Street
McIntosh, FL 32664

Second Vice-President

Rodney Hutton
6114 Pecan Court
Ocala, FL 34472

Third Vice-President

ARTICLE X INCORPORATOR

The name and address of the persons signing these Articles is: Edwin F. Walkup, Jr., 8380 N.W. 210th Street, McIntosh, Florida 32664.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscribers have

executed these Articles Of Incorporation this 18 day of March,
1999.

Ed. F. Walkup, Jr.
EDWIN F. WALKUP, JR.

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned notary public authorized to
take acknowledgments in the State and County set forth above,
personally appeared EDWIN F. WALKUP, JR. personally known to me and
known by me to be the person who executed the foregoing Articles Of
Incorporation and she acknowledged before me that he executed those
Articles Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County last aforesaid,
this 18th day of March, 1999.

NOTARY PUBLIC:

Sign:

J. B. Walkup, Jr.

Stamp:



J. B. Walkup, Jr
MY COMMISSION # CC561401 EXPIRES
June 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST -- That WALLCO, INC.

is desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles Of
Incorporation at City of Ocala, County of Marion, State of Florida
has named MARY E. WALKUP, located at 6155 W. Avenue "F", McIntosh,
FL 32664, City of McIntosh, County of Marion, State of Florida, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above state corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY: Mary E. Walkup
MARY E. WALKUP, Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:57