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**PORTER, WRIGHT,
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Attorneys & Counselors at Law

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March 24, 1999

VIA UPS NEXT DAY AIR

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

000002818570--0

-03/25/99--01080--014

****122.50 *****78.75

Re: WALTON ASSOCIATION, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee

35.00 - Certificate Designating Registered Agent

52.50 - Certified Copy

\$122.50

EFFECTIVE DATE

3-24-99

Very truly yours,

Gary K. Wilson

GKW/bn

Enclosures

NAPLES/26427.01

FILED
99 MAR 25 PM 3:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

YFS/30

ARTICLES OF INCORPORATION

OF

WALTON ASSOCIATES, INC.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLE I. Name and Initial Address

The name of this corporation is WALTON ASSOCIATES, INC. and initial address of the corporation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

EFFECTIVE DATE
3-24-99

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

ARTICLE VII. Preemptive 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 VIII. Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Suzanne L. Keane
11714 Walton Avenue
Naples, FL 34110

Martha T. Tyler
11708 Walton Avenue
Naples, FL 34110

ARTICLE IX. Incorporator

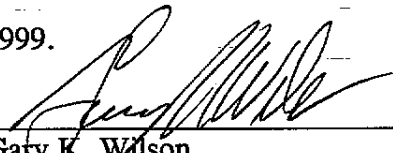
The name and address of the person signing these articles is:

Gary K. Wilson
c/o Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

ARTICLE X. 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 subscriber has executed these articles of incorporation this 24 day of March, 1999.



Gary K. Wilson
Porter, Wright, Morris & Arthur
5801 Pelican Bay Boulevard
Suite 300
Naples, Florida 34108-2709

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Gary K. Wilson, _____ who produced _____ identification or ☒ who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the state and county aforesaid, this 24 day of March, 1999.



Bethel Jane Nagy
Signature of Notary Public

BETHEL JANE NAGY

Name of Notary Public Typed

CC 580683

Serial or License Number of
Notary Public

My Commission Expires: 11/09/2000

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

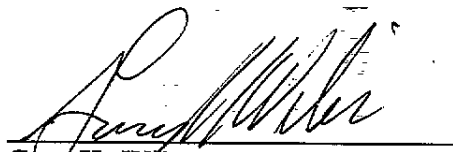
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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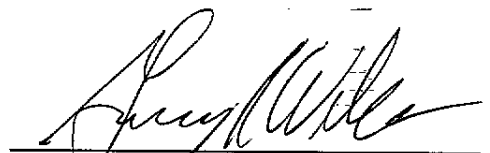
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that WALTON ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 5801 Pelican Bay Boulevard, Suite 300, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.



Gary K. Wilson

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated 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.



GARY K. WILSON, Resident Agent