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July 19, 1999

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

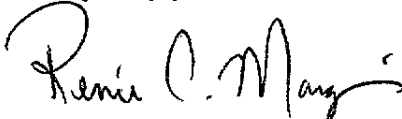
Re: Walpole Holding Corporation

Dear Ladies or Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation, with Acceptance of Registered Agent Designated in Articles of Incorporation, for Walpole Holding Corporation, together with our check in the amount of \$70.00 for the filing fee.

Please return a "filed" copy of the articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Very truly yours,



Renée C. Marquis

RCM/lml  
Enclosures  
cc: Edwin E. Walpole, III

FILED  
99 JUL 21 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

99 JUL 21 AM 9:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles Of Incorporation  
Of  
Walpole Holding Corporation

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Walpole Holding Corporation

The address of the principal office of this corporation shall be 269 NW 9th Street, Okeechobee, Florida 34972, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 269 NW 9th Street, Okeechobee, Florida 34972, and the name of the initial registered agent of the corporation at that address is Edwin E. Walpole, III.

ARTICLE V. TERM OF EXISTENCE

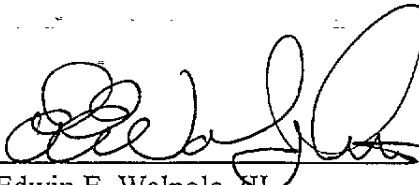
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Edwin E. Walpole, III, 269 NW 9th Street, Okeechobee, Florida 34972

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19<sup>th</sup>  
day of July, 1999.

  
Edwin E. Walpole, III

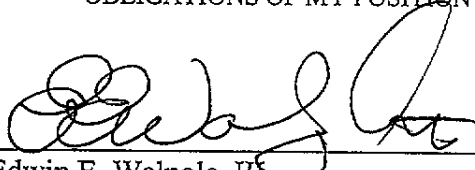
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Walpole Holding Corporation
2. The name and address of the registered agent and office is:

Edwin E. Walpole, III  
269 NW 9th Street  
Okeechobee, Florida 34972

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Edwin E. Walpole, III

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL

FILED  
99 JUL 21 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA