

# P99000079704

WALKER INDUSTRIAL MARKETING GROUP  
Requestor's Name

3813 NORTH MONROE ST, PMB 35  
Address

TALLAHASSEE FL 32303 888-533-0542  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. WALKER INDUSTRIAL MARKETING GROUP, INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Pick up time \_\_\_\_\_

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials g/c 9/8

ARTICLES OF INCORPORATION  
FOR  
WALKER INDUSTRIAL MARKETING GROUP, INC.  
A CORPORATION FOR PROFIT

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**I. NAME**

The name of the corporation is

**WALKER INDUSTRIAL MARKETING GROUP, INC.**

**II. TERM**

The period of duration of the corporation is perpetual.

**III. PURPOSE**

The purpose or purposes for which the corporation is organized is to provide virtual malls on the Internet which shall house e-commerce points of presence for businesses to sell industrial, technological, scientific and commercial products and to do all other things incidental to such or connected with such things that are no forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country; and further, to engage in any other activity or business permitted under the laws of the United States and of this state.

**IV. CAPITAL STOCK**

- (a) Authorized Shares. Ten thousand (\$10,000) shares of capital stock at \$1.00 per share (\$1.00 par value).
- (b) Initial Issues. Ten thousand shares at \$1.00 per value.

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- (c) **Stated Capital.** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.
- (d) **Restriction on Transfer of Shares.** None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.
1. Every offer shall be in writing.
  2. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its option to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.
  3. This agreement shall be binding upon the heirs, guardians, personal representative and assigns of each of the shareholders.
- (e) **Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.
- (f) **Capital Structure – Corporation.** The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than Seventy-Five (75) persons. Stock will be issued and transferred only to (1) natural persons, (2) Estates, or (3) a trust as described in title 26 United States Code 1361 defining a qualified small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

## V. REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 3813 North Monroe Street, PMB 35, Tallahassee, Florida 32303 and the name of the initial registered agent at such address is RONALD KEITH WALKER.

## VI. DIRECTORS

- a) The Board of Directors shall consist of not more than seven (7) members, with no minimum number. This Board of Directors need not be residents of the State of Florida or shareholders in the corporation.
- b) The name and address of the person who shall serve as Director until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, is as follows:

RONALD KEITH WALKER, MBA  
President/CEO/Secretary/Treasurer  
Vice President

3813 North Monroe Street  
PMB 35  
Tallahassee, FL 32303

## VII. INCORPORATOR

The name and address of the initial incorporator is:

RONALD KEITH WALKER, MBA

3813 North Monroe Street  
PMB 35  
Tallahassee, FL 32303

## VIII. SHAREHOLDERS' ACTION

A majority of the stockholders of the corporation shall be required for any shareholder action.

## IX. AMENDMENTS

The shareholders shall have the power to amend, adopt, alter, change or repeal the Articles of Incorporation when proposed or approved at a shareholders' meeting, with not less than two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Tallahassee, Leon County, Florida on this the 24th day of September 1999.

  
RONALD KEITH WALKER

**X. ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
RONALD KEITH WALKER

THIS INSTRUMENT PREPARED BY:  
RONALD KEITH WALKER, MBA  
38138 NORTH MONROE STREET  
PMB 35  
TALLAHASSEE, FL 32303  
1-888-533-0542

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