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M.A. WALKER & ASSOCIATES, INC.

6947 BEACON HOLLOW TURN  
BOYNTON BEACH, FL 33437

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-12/01/98--01016--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

NOVEMBER , 1998

Secretary of State  
Capitol Building  
Tallahassee, Florida  
32304

Attention: Corporation Division

RE: M.A. WALKER & ASSOCIATES, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

*Mark A. Walker*

MARK A. WALKER

FILED  
98 DEC -1 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7 1998  
*[Signature]*

CERTIFICATE OF INCORPORATION

-OF-

M.A. WALKER & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation  
under the Florida General Corporation Act, hereby approves the  
following Articles of Incorporation:

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T. SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is M.A. WALKER & ASSOCIATES, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for  
which corporations may be incorporated under the Florida General  
Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has  
authority to issue is 1,000,000, all of which shall be common  
shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place  
of business is 6947 BEACON HOLLOW TURN, BOYNTON BEACH, FL 33437 and  
the street address of the initial registered office of the  
corporation is 6947 BEACON HOLLOW TURN, BOYNTON BEACH, FL 33437 and  
the name of the initial registered agent is MARK A. WALKER.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of  
one member, but may be increased or decreased by a resolution of  
the Board of Directors adopted in the manner provided in the  
Bylaws of the corporation, provided that in no event shall the  
Board of Directors consist of less than one member.

The name and address of the Director which constitutes  
the first Board of Directors of the Corporation is:

NAME  
MARK A. WALKER

ADDRESS  
6947 BEACON HOLLOW TURN  
BOYNTON BEACH, FL 33437

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME  
MARK A. WALKER

ADDRESS  
6947 BEACON HOLLOW TURN  
BOYNTON BEACH, FL 33437

IN WITNESS WHEREOF, the undersigned have subscribed their names this 21 day of NOV. 1998.

Mark A. Walker  
MARK A. WALKER

STATE OF FLORIDA )  
COUNTY OF Brevard ) :ss  
~~PALM BEACH~~

On this 21 day of NOV 1998, before me, the undersigned officer, personally appeared as MARK A. WALKER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

OFFICIAL NOTARY SEAL  
LAURIE YODER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC526941  
MY COMMISSION EXP. JAN. 23, 2000

Laurie Yoder  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

M.A. WALKER & ASSOCIATES, INC

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

M.A. WALKER & ASSOCIATES, INC., a corporation organized under the laws of the state of Florida, with its principal office at 6947 BEACON HOLLOW TURN, BOYNTON BEACH, FL 33437 has named MARK A. WALKER at 6947 BEACON HOLLOW TURN, BOYNTON BEACH, FL 33437, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
MARK A. WALKER	President/Dir	6947 BEACON HOLLOW TURN BOYNTON BEACH, FL 33437

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 11-21-98

*Mark A. Walker*  
MARK A. WALKER

98 DEC -1 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**