

PO5000163641

Russ Hunter
~~Robert L. Hanson~~
(Requestor's Name)

1753 Harry Oaks Lane Dr.
(Address)

Jay St.
(Address)

32225 904 565-1811
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

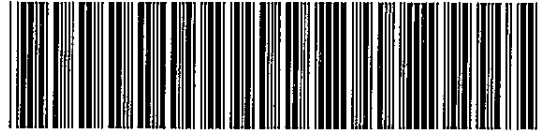
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

12/15/05

ARTICLES OF INCORPORATION

OF

WHITES PLACE II, INC.

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SECRETARY OF STATE

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida. That shall have a beginning date of DECEMBER 15, 2005.

ARTICLE I

The name of this corporation is: WHITES PLACE II, INC.

ARTICLE II

To carry on and conduct as principal or agent, or wholesale merchants of artifacts, clothing, trinkets, furnishings of every type and character and all business incidental or in any way connected therewith, and to engage in the manufacture of such articles.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, description, except that it is not to conduct a banking, safe deposit, a trust, insurance,

surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of the ownership, including the right to vote such stock.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a minimal or par value

of One Dollar (1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (500.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is:

30419 Tabby Court
Callahan, Fl. 32011

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors who will also serve as the President and Vice President and secretary and treasure.

Nathan L. Thomas
34019 Tabby Court.

President/Sec. & Director
Callahan, Florida.32011

Nina D. Thomas
34019 Tabby Court.

Vice President/Treas. & Director
Callahan, Florida. 32011

ARTICLE IX

The name and post office address of the subscriber of these articles of incorporation is: Nina D. Thomas, 34019 Tabby Court. Jacksonville, Fl. 32225

ARTICLE X

The name of the resident agent is Nathan L. Thomas Jr. address is: 34019 Tabby Court, Callahan, Fl. 32017 Said resident agent is to serve until a successor is appointed and excepts the appointment as provided in the By-Laws of the incorporation.

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon. The name and address of the incorporator to these Articles of Incorporation are:

Nina D. Thomas
34019 Tabby Court.
Callahan, Fl. 32011

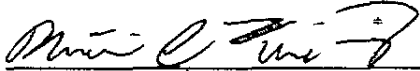
Nina D Thomas
Signature/Incorporator
Date _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Certificate designating place of business or domicile
for the service of process within this State, naming agent
upon whom process may be served pursuant to Section 48.091,
Florida Statutes, the following is submitted:

That WHITES PLACE ii, IBC. desiring to
organize or qualify under the laws of the State of Florida.
with its principal place of business in the city of Thomas Jr
address is P.O. Box 934, Callahan, Florida. 32017. its agent
to except service of process within this State. Having been
named to except service of process for the above stated
corporation, at the place designated in the certificate, I
hereby agree to act in that capacity, and I further agree to
proper and complete performance of my duties.



Signature/Registered Agent
Dated _____