

P95000021942

Jim Wilson
(Requestor's Name)
Western Historical NAD
(Address)
5740 Roswell Blvd #610
(City, State, Zip) (Phone #)

03/20/95-01054-032
*****240.00 *****20.00

OFFICE USE ONLY

Clearwater, FL 34620
813-524-7017

19500

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

1. _____
(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

FILED
95 MAR 17 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input 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

REGISTER MAR 17 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
WESTERN HISTORICAL RESEARCH & DEVELOPMENT, INC.

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME.

The name of the Corporation is WESTERN HISTORICAL RESEARCH & DEVELOPMENT, Inc.

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on, are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The Corporation and the party hereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and Regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the Corporation's initial registered office is 5770 Roosevelt Blvd., Suite 610, Clearwater, Florida 34620 and the name of its initial registered agent at such address is Michael Fagan, The board of Directors may from time to time move the registered office to any other address in the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of one Director whose name and post office address is as follows

Michael Fagan
5770 Roosevelt Blvd.
Suite 610
Clearwater, Florida 34620

who shall hold office until the first annual meeting of shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

ARTICLES VIII: INCORPORATION

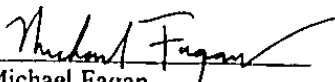
The name and post office address of the person signing these Articles of Incorporation as an Incorporator is as follows:

Michael Fagan
5770 Roosevelt Blvd.
Suit 610
Clearwater, Florida 34620

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders meeting by a majority of the stock intitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made. All rights of shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the Incorporator herein named. has hereunto set his hand and seal this 16th day of January 1995. for the purposes of forming this corporation under the laws of the State of Florida, and he makes. subscribes. acknowledges and files in the Office of the Secretary of the State of Florida these Articles of Incorporation and certifies that the facts herein are true


Michael Fagan

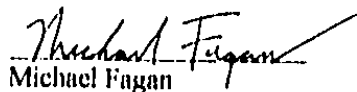
RESIDENT AGENT CERTIFICATE

In the pursuance of Chapter 48 091, Florida Statutes the following is submitted in compliance with said Act

WESTERN HISTORICAL RESEARCH & DEVELOPMENT, INC. desiring to organize under the laws of the State of Florida with its principal office located at 5770 Roosevelt Blvd. Suite 610, Clearwater, Florida 34620 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled Corporation, at the 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.


Michael Fagan

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TALLAHASSEE FLORIDA

P950000 21942

Document Number Only

95 NOV 15 10 12 AM

STATE OF ALABAMA

CF CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

STATE OF ALABAMA
DEPARTMENT OF REVENUE
MONTGOMERY, ALABAMA

CORPORATION(S) NAME

Western Industrial Learning Systems, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious name Filing
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

N. HENDRICKS NOV 15 1995

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Western Historical Resources Development, Inc.

1b. Date of Incorporation 3/17/95 Document number P75000021942

2. The name and address of the current registered agent and office:

Michael Fagan

5770 Roosevelt Blvd, Suite 610 Clearwater, FL 34620

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Michael Fagan

SIGNATURE

11/1/95

DATE

Michael Fagan - President

typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY [Signature] C T CORPORATION SYSTEM
(Registered Agent)

DATE 11-14-95

Fitzpatrick
Dist Secretary

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00