

01/27/97 09: FAX 305 776 3825 CLARK SCHLNIK 0001

**P97000007650**

1/23/97  
1:28 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000001324 7))

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: THOMAS M. CLARK, P.A.  
072100000445

ACCT#:

CONTACT: PAM CLARK  
PHONE: (305) 776-3800  
(305) 776-3825

FAX #:

NAME: WHOLEY GROUP, INC.

AUDIT NUMBER.....H97000001324

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

RECEIVED

97 JAN 27 AM 11:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 27 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

nc 1/27/97

01/27/97 09:27 FAX 1 305 776 3825

CLARK & SCHOLNIK

002

904-922-3708

01/27/97 09:34 Fl. Dept. of State DI /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 27, 1997

THOMAS M CLARK, P.A.

SUBJECT: WHOLEY GROUP, INC.  
REF: W97000001741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE REFAX COVER PAGE AND ARTICLES OF INCORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: H97000001324  
Letter Number: 597A00003461

# Clark & Scholnik

A Partnership of Professional Associations

THOMAS M. CLARK, P.A.  
LOUIS N. SCHOLNIK, P.A.

2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33306  
Telephone (954) 776-3800  
Telephone (954) 771-4790  
Telecopier (954) 776-3825

---

## Facsimile Cover Sheet

**To:** Dana Calloway, Document  
Specialist

**Company:** Florida Department of State

**Phone:** 904-487-6933

**Fax:** 904-922-3769 4001

**From:** Debbie Antonelli

**Company:** THOMAS M. CLARK, P. A.

**Phone:** 954-776-3800

**Fax:** 954-776-3825

**Date:** 1/24/97

**Pages including this**

**cover page: 2**

**Comments:** Re: Wholey Group, Inc. - As per our telephone conversation of this morning, "Wholey" is pronounced like "Walley". It is my understanding that the new corporation, Wholey Group, Inc., under Fax Audit No. 97000001324, will be filed today. Please fax the confirmation to us today. Thank you for your attention to this matter.

Fax Audit Number H97000001324

**ARTICLES OF INCORPORATION  
OF  
WHOLEY GROUP, INC.**

**ARTICLE I - NAME**

The name of this corporation is **WHOLEY GROUP, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all legal business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 3111 N.E. 51st Street, Suite 301, Fort Lauderdale, FL 33308, and the name and address of the initial registered

FILED  
97 JAN 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit Number: H97000001324  
Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

Fax Audit Number H97000001324

agent of this corporation is Thomas M. Clark, at 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale, FL 33308.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

William J. Wholey  
3111 N.E. 51st Street  
Suite 301  
Fort Lauderdale, FL 33308

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

William J. Wholey  
3111 N.E. 51st Street  
Suite 301  
Fort Lauderdale, FL 33308

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or Director, to the full extent permitted by law.

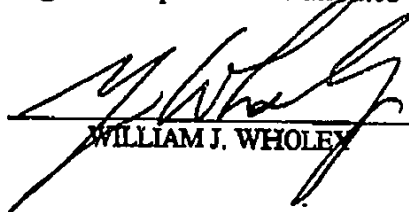
Fax Audit Number: H97000001324  
Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

Fax Audit Number H97000001324

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on January 23 1997.

  
\_\_\_\_\_  
WILLIAM J. WHOLEY

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME personally appeared WILLIAM J. WHOLEY, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced N/A as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of January, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission Expires:

(Seal)



Fax Audit Number: H97000001324

Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

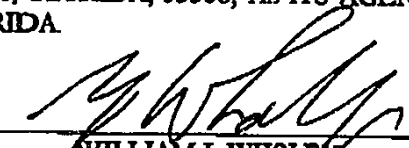
Fax Audit Number H97000001324

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT WHOLEY GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED THOMAS  
M. CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE 820, FORT  
LAUDERDALE, FLORIDA, 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE

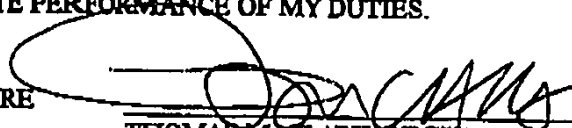
  
WILLIAM J. WHOLEY  
INCORPORATOR

TITLE

DATE: JANUARY 23 1997

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 ACCEPT TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
THOMAS M. CLARK, REGISTERED AGENT

DATE: JANUARY 23 1997

Fax Audit Number: H97000001324  
Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

FILED  
97 JAN 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA