

P 97000 101372

TRANSMITTAL LETTER

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

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-12/01/97--01044--005
*****78.75 *****78.75

Subject: Westthorp & Associates, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FILED
97 DEC -1 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:

Brenda J. Westthorp
Name (Printed or typed)

7540 S.W. 139th Street
Address

Miami, FL 33158
City, State & Zip

(305)232-0954
Daytime Telephone number

F. CHESSER DEC 2 1997

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

Westhorp & Associates, Inc.

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

7540 S. W. 139th Street
Miami, Florida 33158

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Brenda J. Westhorp
7540 S. W. 139th Street
Miami, Florida 33158

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ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Brenda J. Westhorp
7540 S. W. 139th Street
Miami, Florida 33158

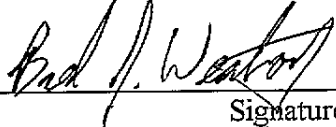
Pursuant to section 607.0202, Florida Statutes, the following information is set forth:

No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of his or her duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interest of the corporation, (ii) any transaction from which the director derived an improper personal benefit, or (iii) acts or omissions occurring prior to the date the provisions became effective. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney, or consultant of the corporation. A provision permitted by this Chapter in the articles of incorporation, bylaws, or a contract or resolution indemnifying or agreeing to indemnify a director against personal liability shall be fully effective whether or not there is a provision in the articles of incorporation limiting or eliminating personal liability.

Pursuant to section 607.0203, Florida Statutes, the following information is set forth:

The effective date requested is **January 1, 1998**.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of November, 1997.



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

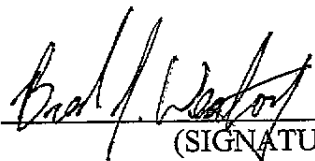
1. The name of the corporation is: Westhorp & Associates, Inc.

2. The name and address of the registered agent is:

**Brenda J. Westhorp
7540 S. W. 139th Street,
Miami, FL 33158**

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Have 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 relating to the proper and complete performance on my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

11/24/97
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314