

P98000093815

Law Offices Of
LAWRENCE S. KLITZMAN P.A.
a professional association

Lawrence S. Klitzman
L.L.M. Taxation

Via UPS next day

November 1, 1998

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399
Attn: New Filings

800002679348--1
-11/03/98--01074--020
*****78.75 *****78.75

Re: Articles of Incorporation for Whitner, Inc.

To whom it may concern:

Enclosed please find a check in the amount of \$78.75 covering the filing fee and a certified copy fee for the Article of Incorporation for the above named corporation.

Please return the certified copy of the Articles of Incorporation in the self address stamped envelope provided.

Thank you.

Very truly yours,

Lawrence S. Klitzman
LSK/sm
Enc.

Sec.Stateltr103098

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 AM 10:10

3225 Aviation Avenue, Suite 700
Coconut Grove, Florida 33133

Telephone: 305-854-6666
Facsimile: 305-856-7634

B. BROCK NOV 5 1998

**ARTICLES OF INCORPORATION
OF
WHITNER, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Whitner, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of \$0.001 per value common stock, which shall be designate as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or service in lieu thereof at a just valuation to be fixed by the Board of Directors..

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purpose shall vested exclusively in the holder of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial incorporator and subscribers hereto is as follows:

Lawrence S. Klitzman, Esquire
3225 Aviation Avenue
Suite 700
Coconut Grove, Florida 33133

The principal address and the registered office address of the corporation is

3225 Aviation Avenue
Suite 700
Coconut Grove, Florida 33133

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until next election are as follows:

Lisette Whitbeck
15860 S.W. 106th Terrace
Miami, Florida 33196

The Board of Directors shall serve of a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officer of the corporation shall consist of a President and a Secretary, and such other officers as the Board of Directors may from time to time determine a appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Initial Registered Agent and Address
Lawrence S. Klitzman, Esquire
3225 Aviation Avenue
Suite 700
Coconut Grove, Florida 33133

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

LISSETTE WHITBECK, President/Secretary, 15860 S.W. 106th Terrace, Miami, Florida 33196.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of November, 1998.


LAWRENCE S. KLITZMAN, Subscriber

STATE OF FLORIDA }

SS.

COUNTY OF DADE }

PERSONALLY APPEARED before me, a Notary Public authorized to take oath and acknowledgments in the State and County set forth above, personally appeared LAWRECE S. KLITZMAN, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledges before me that he executed said Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ___ day of November, 1998



TANIA MORENO
Comm. No. CC 613375
My Comm. Exp. Feb. 15, 2001
Bonded thru Pichard Ins. Agcy.

Tania Moreno

NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: _____
Commission Expiration Stamp, Number and Date and/or Seal

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statute relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statute.

[Signature]

LAWRENCE S. KLITZMAN,
Registered Agent
DATED: *November 2, 1998*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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