

CT CORPORATION SYSTEM

F01000003198

CORPORATION(S) NAME

Whitfield & Associates, Inc. d/b/a Whitfield & Associates of Georgia, Inc.

0

FILED
JUN 18 PM 2:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger	NOT RECORDED TO AVOID SUFFICIENCY OF FILING	2001 JUN 18 AM 11:23	RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark			
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other			
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA			
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC			
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS			
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30			BK
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up			
<input type="checkbox"/> Mail Out					

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

6/18/01

Order#: 4551857

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-06/18/01--01075--001
Ref#: *****70.00 *****70.00
300004424343--1
Amount: \$ -06/18/01--01075--002
*****8.75 *****8.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TALLAHASSEE, FLORIDA

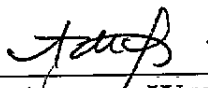
WHITFIELD & ASSOCIATES, INC.

Secretarial Certificate

I, the undersigned, **ALETHA WHITFIELD**, do hereby certify that the following Resolution of the Board of Directors of **WHITFIELD & ASSOCIATES, INC.**, a corporation duly organized and existing under the laws of the State of Georgia, was adopted on June 13, 2001.

Resolved: The Company adopt the name "WHITFIELD & ASSOCIATES, INC. OF GEORGIA" for use in the State of Florida.

So certified this 13 day of June, 2001 at Savannah, Georgia.



ALETHA WHITFIELD, Secretary

(Corporate Seal)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Whitfield & Associates, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia

(State or country under the law of which it is incorporated)

3. 58-2627379

(FEI number, if applicable)

4. 6-8-01
(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 220 West 57th Street, Savannah, GA 31405

(Principal office address)

same

(Current mailing address)

restaurant operator

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

C T Corporation System

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

By: Dale W. Morris

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Kevin J. Whitfield

Address: 220 West 57th Street

Savannah, GA 31405

Vice President: _____

Address: _____

Secretary: Aletha C. Whitfield

Address: 220 West 57th Street Savannah, GA 31405

Treasurer: _____

Address: _____

SEE ATTACHMENT

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kevin J. Whitfield, President

(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

- | | | |
|----|-------------------|----------------------|
| 1. | Full Name: | Kevin J. Whitfield |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Business Address: | 220 West 57th Street |
| | City: | Savannah |
| | State: | GA |
| | ZIP Code: | 31405 |
| | | |
| 2. | Full Name: | Aletha C. Whitfield |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Secretary |
| | Business Address: | 220 West 57th Street |
| | City: | Savannah |
| | State: | GA |
| | ZIP Code: | 31405 |

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TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0126563
DATE INC/AUTH/FILED: 06/08/2001
JURISDICTION : GEORGIA
PRINT DATE : 06/15/2001
FORM NUMBER : 211

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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
RACHEL HAYES
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

WHITFIELD & ASSOCIATES, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20010615164005635



Cathy Cox

Cathy Cox
Secretary of State