

LD1000024400

HARRIS & HELGESEN

ATTORNEYS AT LAW
A Partnership of Professional Associations

GEORGE E. HARRIS, P.A.

ANDREW HELGESEN, P.A.

00789-01122-00671

November 20, 2001

NJN

Corporate Records Bureau
Division of Corporations – Limited Liability Company
Department of State
Post Office Box 6327
Tallahassee, FL 32314

W01-27339

100004692501--1
-11/26/01--01028--015
***155.00 ***155.00

12/10

Re: WHL Consulting, LLC

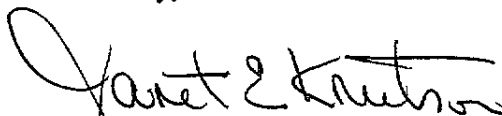
Dear Sir/Madam:

Enclosed herewith for filing are the Articles of Organization of WHL Consulting, LLC, along with the Statement Designating Registered Agent and Office. Please certify the enclosed copy of the Articles and return them to our office in the self-addressed stamped envelope provided.

Also enclosed is our check in the amount of \$155.00 to cover your filing fees (\$125.00) and certification fees (\$30.00).

If you need anything further from us, please don't hesitate to call us. Thank you for your assistance in this matter.

Sincerely,



Janet E. Knutson, Legal Assistant to
Andrew Helgesen, Esq.

AH/jek
Enclosures

F:\USERS\AH\BusinessOrgs\WHL Consulting, LLC\Secy of State 11-20-01 ltr.wpd

FILED
01 DEC 10 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 2001

JANET E. KNUTSON
HARRIS & HELGESEN
11380 PROSPERITY FARMS RD., SUITE 201
PALM BEACH GARDENS, FL 33410

SUBJECT: WHL CONSULTING, LLC
Ref. Number: W01000027339

We have received your document for WHL CONSULTING, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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 (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 601A00063654

FILED

01 DEC 10 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF WHL CONSULTING, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WHL Consulting, LLC, and its principal office shall be located at 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is also 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410.

ARTICLE II PURPOSES AND POWERS

2.1 In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- (a) To engage in any activity or business authorized under the Florida Statutes.
- (b) In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- (c) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- (d) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(e) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.2 The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.3 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one or more managers who need not be members of the Company. The names and addresses of the persons who shall serve until the first annual meeting of members or until successors are elected and qualified are as follows:

Herbert Weigl

11380 Prosperity Farms Road, Suite 217
Palm Beach Gardens, FL 33410,

ARTICLE V MEMBERSHIP RESTRICTIONS

5.1 Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

5.3 On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI PROFITS AND LOSSES

6.1 The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a pro rata distributive share of the profits equal to its pro rata ownership interest. The distributive share of the profits shall be determined and paid to the members each year as determined by the members.

6.2 All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members pro rata in accordance with their respective capital contributions.

ARTICLE VII
DURATION

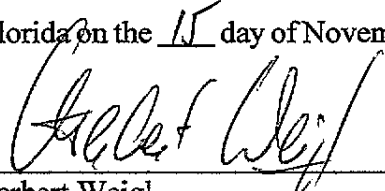
This limited liability company shall exist until December 31, 2040, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410, and the name of the company's initial registered agent at that address is Dieter A. Thiemann.

The undersigned, being the authorized representative of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WHL Consulting, LLC.

Executed by the undersigned at Palm Beach Gardens, Florida on the 15 day of November, 2001.


Herbert Weigl

FILED

01 DEC 10 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Statement Designating Registered Agent and Office
of
WHL Consulting, LLC

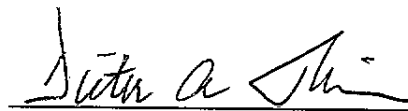
State of Florida
County of Palm Beach

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the registered agent for WHL Consulting, LLC, is Dieter A. Thiemann and the street address of the company's principal office where the agent is located is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410.

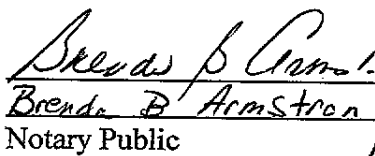
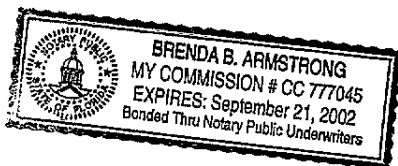
2. This statement is to acknowledge that the limited liability company indicated above has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Further Affiant sayeth naught.



Dieter A. Thiemann

Sworn to and subscribed before me this 14 day of November, 2001, by Dieter A. Thiemann who is personally known to me or produced Driver's License as identification and did take an oath.



Signature

Print name

Notary Public
State of Florida at Large
My commission expires: