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ABCD ACCOUNTING
Accounting Bookkeeping & Consulting Discounted, Inc.
America's Business Bookkeepers
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1821 Northeast 146th Street
Miami, Florida 33181-1423

January 19, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/24/00--01094--003
*****70.00 *****70.00

RE: WITHERS ENTERPRISES, INC.

Greetings:

Enclosed are one original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00 as payment for filing fees of the articles of incorporation and the registered agent designation.

I would be most appreciative if you would please expedite filing this corporation.

Sincerely,



Robert D. Allman
Accountant

/ie

Encl.

FILED
2000 JAN 24 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 28 2000

FILED

2000 JAN 24 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
WITHERS ENTERPRISES, INC.**

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:
WITHERS ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
19510 N.E. 18th Place, North Miami Beach, Florida 33179.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand five hundred shares (7,500).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

TONI WITHERS
19510 N.E. 18th Place, North Miami Beach, Florida 33179.

ARTICLE V INCORPORATOR

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

TONI WITHERS
19510 N.E. 18th Place, North Miami Beach, Florida 33179.

The undersigned has executed these Articles of Incorporation this 2nd day of January, 2000.



Toni Withers, President

FILED

2000 JAN 24 PM 4:30

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:
WITHERS ENTERPRISES, INC..
2. The name and address of the registered agent and office is:
TONI WITHERS
19510 N.E. 18th Place, North Miami Beach, Florida 33179

HAVING 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 OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



TONI WITHERS

1/2/2000

Date