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Buchman & Buchman

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May 9, 2000

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/11/00-01096--010
*****78.75 *****78.75

Re: Incorporation of Wharton Associates, Inc.

Dear Sir or Madam:

Enclosed are the following documents relating to the incorporation of Wharton Associates, Inc.:

1. the original Articles of Incorporation for filing with your office;
2. a copy of the Articles of Incorporation for certification, which should be returned to my office in the stamped, self-addressed envelope provided; and
3. a check made payable to the Secretary of State in the amount of \$78.75, for the following items:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	8.75
Total	\$ 78.75

FILED
MAY 11 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please call if you have any questions regarding the enclosed documentation.

Sincerely yours,


J. Miles Buchman

JMB/wlw
Enclosures
cc: Mr. William L. Wharton
W6733)04

g's/15

ARTICLES OF INCORPORATION
OF
WHARTON ASSOCIATES, INC.

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00 MAY 11 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. - NAME

Wharton Associates, Inc. is the name of this Corporation.

ARTICLE II. - PRINCIPAL OFFICE

The principal office of the corporation is 4525 Cheval Boulevard, Lutz, Florida 33549.

ARTICLE III. - DURATION

This Corporation shall have perpetual existence and shall commence on the date of filing of these articles.

ARTICLE IV. - PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

ARTICLE V. - CAPITAL STOCK AUTHORIZED

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar per share par value common stock.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4525 Cheval Boulevard, Lutz, Florida 33549, and William L. Wharton is the name of the initial registered agent of this Corporation at that address.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be one (1). The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address

of the initial director of this Corporation is William L. Wharton, 4525 Cheval Boulevard, Lutz, Florida 33549.

ARTICLE VIII. - INCORPORATORS

The name and address of the person signing these Articles is William L. Wharton, 4525 Cheval Boulevard, Lutz, Florida 33549.

ARTICLE IX. - ACCEPTANCE BY REGISTERED AGENT

The undersigned Registered Agent, by executing these Articles, states that such Registered Agent is familiar with and accepts the duties and responsibilities of Registered Agent for Wharton Associates, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand this 9 day of
MAY, 2000.

William L. Wharton

William L. Wharton
Incorporator/Registered Agent

FILED
00 MAY 11 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA