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2900 JUN -5 PM 12 48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 24, 2000

Secretary of State  
Charter Division  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation - Corporation For Profit  
JDW Consultants, Inc.

000003277010--9  
-06/05/00--01117--009  
\*\*\*122.50 \*\*\*\*\*78.75

Dear Ladies and Gentlemen;

Enclosed please find Articles of Incorporation, Acceptance by Registered Agent and a check for all filing fees in the amount of \$122.50 and for a certified copy of Articles after filing with your office.

Please direct all return correspondence to my attention. I remain,

Very truly yours,

  
Norman A. Palumbo, Jr., Esquire

enclosure:

nr 6/12

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**ARTICLES OF INCORPORATION**  
of  
**JDW Consultants, Inc.**  
(a Corporation for Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Jack D. Willhoite and Jacqueline H. Willhoite do hereby associate for the purposes of forming and becoming a corporation for profit, under the laws of the state of Florida, and do hereby certify the establishment of a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I. NAME - The name of the Corporation is JDW Consultants, Inc.

ARTICLE II. NATURE OF BUSINESS - The general nature of the business to be transacted by this corporation is as follows, including but not limited to:

1. To do all things as deemed lawful under the laws of the United States of America, including the Internal Revenue Code, the State of Florida or any other state, country, nation or territory.
2. To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease, rent or otherwise dispose of real and personal property, including franchises, patents, patents, copyrights, trademarks, and licenses in the state of Florida and in all other states and countries;
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business, whether Subchapter S, C, or otherwise;
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
6. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any such property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation;

7. To buy and sell all kinds of property, both real and personal, tangible and intangible, to borrow money, issue promissory notes and other evidence of indebtedness. To own, buy, mortgage, sell, or otherwise dispose of and to deal with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed, implied and intended; and to contract with any further and other business necessary to facilitate the same.

8. To become a member of and enter into any partnership or agreement for sharing profits with any person, firm, entity or corporation.

9. To carry on any and all of its operation and business, and to promote its objectives within the state of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations

10. To do any and all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, otherwise alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

11. To develop and provide consulting services.

12. THE INTENTION is that none of the objects and powers as herein above set forth, except where otherwise specified in these Articles, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of these Articles or any other Article in this Certificate, but that the powers and objects specified in each of the sections in these Articles shall be regarded as independent powers and objects. Upon incorporation, compliance will be made to the Internal Revenue Service, per the United States Internal Revenue Code, as amended and to state and local authorities, as applicable.

ARTICLE III. CAPITAL STOCK - The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares of common stock - par value \$.50 per share

ARTICLE IV. INITIAL CAPITALIZATION - The amount of capital with which this corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V. TERM OF EXISTENCE - The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

**ARTICLE VI. BUSINESS ADDRESS** - The principal office of this corporation shall be and is located at 3112 Ekonomou Court, Tampa, Florida 33629. The Post Office address of the principal office of this corporation is 3112 Ekonomou Court, Tampa, Florida 33629.

Said corporation, however, may establish branch offices in any other state or places, and may change the place of its principal office as and when it is deemed advisable by its Board of Directors.

**ARTICLE VII. DIRECTOR(S)** - This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by the Bylaw of the corporation.

**ARTICLE VIII. INITIAL DIRECTOR(S)** - The names and post office address of the member(s) of the first Board of Directors are:

Jack D. Willhoite, 3112 Ekonomou Court, Tampa, Florida 33629 and Jacqueline H. Willhoite, 3112 Ekonomou Court, Tampa, Florida 33629

**ARTICLE IX. SUBSCRIBERS** - The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and to hold and the value of the consideration thereof is:

Subscriber: Jack D. Willhoite, 3112 Ekonomou Court, Tampa, Florida 33629

Subscriber: Jacqueline H. Willhoite, 3112 Ekonomou Court, Tampa, Florida 33629

Stock distribution: 1000 Shares at a total value of \$500.00 to Jack D. Willhoite - (Common stock) (100% interest)

**ARTICLE X. OFFICERS** - The names of the officer(s) who are to serve until the first election next following the filing of the Articles of Incorporation are as follows:

President: Jack D. Willhoite, 3112 Ekonomou Court, Tampa, Florida 33629

Vice President: Jacqueline H. Willhoite, 3112 Ekonomou Court, Tampa, Florida 33629

Secretary/Treasurer: William J. Ferrell, 1509 W. Swann Avenue, Suite 1000, Tampa, FL 33606

**ARTICLE XI. INITIAL RESIDENT AGENT** - The Corporation, through its subscribers and corporate officers, has named Jack D. Willhoite, as its initial resident agent, who has a physical location and mailing address of 3112 Ekonomou Court, Tampa, Florida 33629, who shall serve as the Corporation's Agent of Record to accept service or process within this state.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION AND EFFECTIVE DATE The Articles of Incorporation may be amended from time to time as allowed by law.

This Corporation shall begin its existence upon the effective date as specified herein, unless otherwise provided by law. The effective date of this corporation shall be upon the filing and acceptance by the Secretary of State.

ARTICLE XIII. BYLAWS - The Bylaws of this corporation may be made, altered or rescinded from time to time as allowed by law.

IN WITNESS WHEREOF, the undersigned Incorporators and Subscribers, Jack D. Willhoite and Jacqueline H. Willhoite, and the witnesses, respectively have hereunto set our hands and seals, for the purpose of forming this corporation under the laws of the state of Florida, and hereby make and file in the Office of the Secretary of State for the State of Florida these Articles of Incorporation, and certify that the facts stated herein are true to the best of information, knowledge and belief.

Witnesseth:

Jack D. Willhoite  
Subscriber/Incorporator

Jacqueline H. Willhoite  
Subscriber/Incorporator

Debra H. S.  
Witness

Debra H. S.  
Witness

Debra H. S.  
Witness

Debra H. S.  
Witness

STATE OF FLORIDA }  
COUNTY OF HILLSBOROUGH }

BEFORE ME, one empowered to take oaths and acknowledgments, personally appeared Jack D. Willhoite and Jacqueline H. Willhoite, to me well known or who has produced \_\_\_\_\_ as identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was executed for the purposes therein expressed.

WITNESS my hand and seal this 2nd day of June, 2000.

DALE GRAHAM  
NOTARY PUBLIC - STATE OF FLORIDA  
My commission expires: 7-11-00  
Commission No. CC551734



SEAL  
DALE GRAHAM  
My Commission CC551734  
Expires Jul. 11, 2000

JDW Consultants, Inc.

DESIGNATION AND ACKNOWLEDGMENT OF RESIDENT AGENT

TO: STATE OF FLORIDA  
OFFICE OF SECRETARY OF STATE

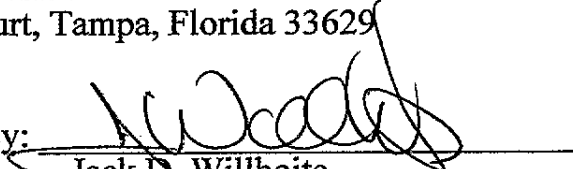
Certificate Designating Place of Business or Domicile for the Service of Process Within the State, Naming Agent Upon Whom Process May Be Served and the Names and Addresses of the Directors and Officers:

In pursuance of Chapter 48, Florida Statutes, as amended, the following is submitted, in compliance with said chapter:

That JDW Consultants, Inc., a corporation duly organized and existing under the Laws of the State of Florida and with a physical address and post office mailing address of 3112 Ekonomou Court, Tampa, Florida 33629, has named Jack D. Willhoite, as its Agent of Record to accept service or process within this state.

Jack D. Willhoite, President  
3112 Ekonomou Court, Tampa, Florida 33629

By: \_\_\_\_\_

  
Jack D. Willhoite  
Corporate Officer

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2000 JUN -5 PM 12:46

JDW Consultants, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

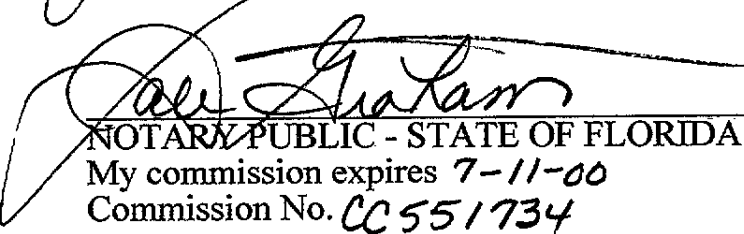
ACKNOWLEDGMENT BY RESIDENT AGENT:

HAVING BEEN named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the law relative as to times and hours as to availability of service of process.

By:

  
JACK D. WILLHOITE  
Resident Agent

PERSONALLY APPEARED and SUBSCRIBED before me, this 2nd day of June, 2000.

  
NOTARY PUBLIC - STATE OF FLORIDA

My commission expires 7-11-00

Commission No. CC551734



DALE GRAHAM  
My Commission CC551734  
Expires Jul. 11, 2000

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