

PO1000026827

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Member
Florida Bar
Michigan Bar (Inactive)

REPLY TO: HCE

March 5, 2001

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

Re: Wishbone Associates, Inc.

Dear Sir/Madam:

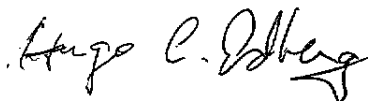
Enclosed herewith please find proposed Articles of Incorporation for Wishbone Associates, Inc., which we request be filed as a Florida corporation.

Also enclosed is an original and one copy of a certificate designating resident agent, place of business, etc. Finally, enclosed is my check in the amount of \$78.50 representing the following: \$8.50 for a certificate of status for the corporation, \$35.00 for the filing fee and \$35.00 for designation of resident agent.

We request that you forward a copy of the filed Articles of Incorporation and filed Certificate Designating Resident Agent, etc. together with the certificate of status.

Please call if there are any questions.

Yours sincerely,



Hugo C. Edberg

HCE:vlf
Enclosures

FILED
01 MAR 12 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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03/12/01-01070-005
*****78.50 *****78.50

Done 3/15/01
64

FILED

01 MAR 12 AM 10:22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Wishbone Associates, Inc.

The undersigned, acting as Incorporator of Wishbone Associates, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of this Corporation is: Wishbone Associates, Inc.

ARTICLE II -- DURATION

The period of the Corporation duration shall be perpetual or until dissolved on a vote of the Shareholders as provided by law.

ARTICLE III -- PURPOSE

The general purpose or purposes for which the Corporation is formed:

A) To engage in a general computer consulting service business making recommendations as to software applications and hardware availability and offering consulting services in connection with the use thereof; and

B) Any other activities as may be necessary to permit it to carry out the general purposes for which it has been formed.

ARTICLE IV -- CAPITAL STOCK

A. The maximum number of shares of Capital Stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of Common Stock, having a Par Value of \$1.00 per share. Except as agreed upon by and between the Shareholders, all Shareholders shall have preemptive rights with regard to acquisition of authorized but non-issued stock of the Corporation.

B. All or any portion of the Capital Stock may be issued in payment of cash or other real or personal property or services, having a value which in the judgment of the Board of Directors is at least equivalent to the full value of the stock to be issued. When stock has been issued, it shall become fully paid and non-assessable. The Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for Capital Stock and their judgment of such value shall be conclusive.

C. This Corporation shall have the right to increase its Capital Stock either with or without Par Value and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock in an amendment to its Certificate of Incorporation.

ARTICLE V -- INITIAL REGISTERED AGENT AND OFFICE

The street address of the principal place of business of this Corporation is 3812 Cardenal Avenue, Ruskin, Florida 33573, and the address of the initial Registered Office and name of the initial Registered Agent is Michael J. Anthony, 103 Andover Circle, Sun City Center, FL 33573 and the Corporation shall be authorized to open such other offices at such other locations as it shall deem suitable.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) initial Directors. The number of Directors may either be increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bobby W. Higgins, Jr. Director	3812 Cardenal Avenue Ruskin, FL 33573
Judith K. Higgins Director/President/Secretary	3812 Cardenal Avenue Ruskin, FL 33573
Jacqueline S. Clair Director/Treasurer	834 W. Park Street Lapeer, MI 48446

ARTICLE VII -- INCORPORATORS

The name and post office address of the Incorporators:

<u>NAME</u>	<u>ADDRESS</u>
Bobby W. Higgins, Jr.	3812 Cardenal Avenue Ruskin, FL 33573
Judith K. Higgins	3812 Cardenal Avenue Ruskin, FL 33573

ARTICLE VIII -- CONTRACTS

No contract or transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in or is a director or officer of such other corporation. Any Director, individually or jointly, may be a party to or may be interested in any contract or transaction of this Corporation which contract or transaction shall not be affected by the fact that any Director of this Corporation is a party in any way connected with such other person, firm or corporation. Any Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may be in any way interested, provided that the fact that any contract or other transaction with this Corporation is for the benefit of himself or herself or such firm,

association or corporation in which he or she may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE IX -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any By-Laws adopted by Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

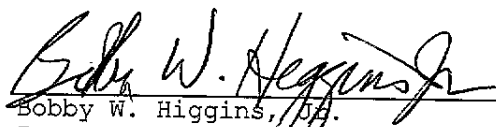
ARTICLE X

This Corporation shall be deemed to be a small business corporation and subject to the terms of Section 1244 of the Internal Revenue Code.

ARTICLE XI -- AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Shareholders herein granted are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors proposed by them to the Shareholders and approved at a Shareholders' Meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, We, the undersigned Incorporators of this Corporation, have executed these Articles of Incorporation in RUSKIN, Florida this 25th day of FEBRUARY, 2001.


Bobby W. Higgins, Jr.
Incorporator

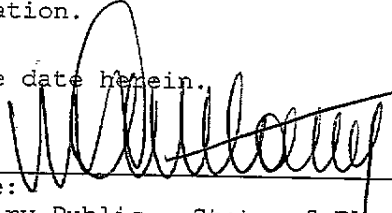

Judith K. Higgins
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Bobby W. Higgins, Jr. and Judith K. Higgins, personally known to me or who produced _____ as identification, as the subscribers who

executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal on the date herein.


Name: _____
Notary Public ~ State of Florida
Commission No.
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
MICHAEL JON ANTHONY
COMMISSION # CG773306
EXPIRES 9/14/2002
BONDED THRU ASA 1-888-NOTARY1

FILED

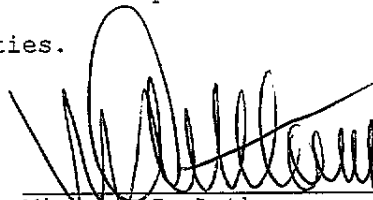
CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE 01 MAR 12 AM 10:23
FOR THE SERVICE OF PROCESS WITHIN SECRETARY OF STATE
THE STATE OF FLORIDA AND ACCEPTANCE TALLAHASSEE FLORIDA
OF AGENT UPON WHOM PROCESS MAY BE SERVED

WISHBONE ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3812 Cardenal Avenue, Ruskin, FL 33573, has named Michael J. Anthony, located at ¹⁰⁰³ 103 Andover Circle Sun City Center, FL 33573, as its agent to accept service of process within the State of Florida.

DATED: February 25, 2001.


Judith K. Higgins, Director

HAVING BEEN NAMED to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all Statutes relative to the proper performance of my duties.


Michael J. Anthony
Registered Agent