

PO1000039791

ROKNICH & GIBSON

A PARTNERSHIP OF P.A.S

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1800 SECOND STREET
SARASOTA, FLORIDA 34236

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April 17, 2001

01 APR 18 PM 1:35
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Attn: Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: ANDYWHIT, INC. CORPORATION

Dear Sir/Madam:

Enclosed herewith are the original Articles of Incorporation for the above-referenced Corporations, together with a copy for certification, and our check in the amount of \$78.75, payable to the Secretary of State, to cover the cost of filing these Articles.

Please file the Articles with the Secretary of State and return the Filed Copies of the Articles to the attention of the undersigned, via regular mail.

If you should have any questions, please do not hesitate to contact me.

Thank you for your prompt attention to this matter. **500004016855--6**
-04/19/01--01007--007
78.75 **78.75

Very truly yours,

ROKNICH & GIBSON

Kristin N. Richardson
Kristin N. Richardson
Legal Assistant

Enclosures
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ARTICLES OF INCORPORATION
OF
ANDYWHIT, INC.

FILED

01 APR 18 PM 1:36

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation is ANDYWHIT, Inc., a Florida Corporation.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4708 Ocean Boulevard #E-8, Sarasota, Florida 34242.

ARTICLE III PURPOSE

The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV SHARES

The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 100 shares of Common Stock having a par value of \$.01 per share.

ARTICLE V INITIAL OFFICERS/DIRECTORS

This Corporation shall have two (2) Directors and two (2) Officers who shall be BERNARD HURLEY and VALERIE HURLEY. The number of Directors and Officers may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the initial registered agent is LAUREN KOHL-HELBIG, 1800 SECOND STREET, SUITE 901, Sarasota, Florida 34236, County of Sarasota, State of Florida. The mailing address of the registered agent is the same as the street address.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator is BERNARD HURLEY, 4708 Ocean Boulevard #E-8, Sarasota, Florida 34242.

ARTICLE VIII SHAREHOLDER'S PREEMPTIVE RIGHTS

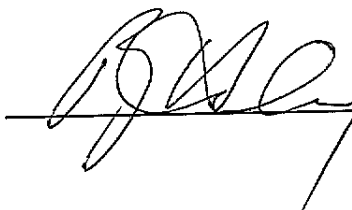
The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay

for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 10th day of April, 2001.


"INCORPORATOR"

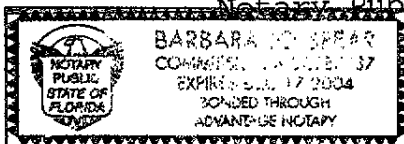
STATE OF FLORIDA
COUNTY OF SARASOTA

10th The foregoing instrument was acknowledged before me this day of April, 2001, by BERNARD HURLEY, as Incorporator and Director of ANDYWHIT, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and who did (did not) take an



Barbara Jo Spear
Name: _____
Notary Public

My Commission Expires:



Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the Articles, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.


Lauren Kohl-Helbig

STATE OF FLORIDA
COUNTY OF SARASOTA

10th The foregoing instrument was acknowledged before me this
day of April, 2001, by Lauren Kohl-Helbig, as registered agent,
who is personally known to me and who did (did not) take an oath.

Barbara Jo Spear
Name: _____
Notary Public

My Commission Expires:

