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American Institute of CPA's

May 25, 2001

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

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-05/31/01--01070--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

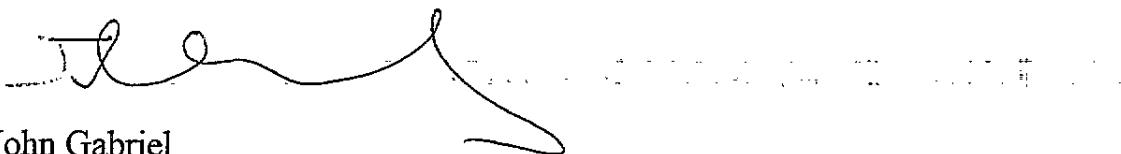
RE: Whitehouse Consulting, Inc.

Please find enclosed original and copy of articles of incorporation for the subject above with a filing fees check for \$78.75. Please send the certified copy to the following Address:

Al Whitehouse  
11250 Old St. Augustine RD. 15-124  
Jacksonville, Fl 32257

Please call me if you have any questions. Thanks.

Sincerely,



John Gabriel

fds052501.wci

EFFECTIVE DATE  
6-1-01  
11 MAY 31 PM 3:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**EFFECTIVE DATE**  
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**FILED**

01 MAY 31 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
WHITEHOUSE CONSULTING, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Whitehouse Consulting, Inc.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

11250 Old St. Augustine Road  
JACKSONVILLE, Florida 32257

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Alan Whitehouse  
Whitehouse Consulting, Inc.  
11250 Old St. Augustine Road  
Duval County  
JACKSONVILLE, Florida 32257

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Alan Whitehouse  
11250 Old St. Augustine Road  
JACKSONVILLE, Florida 32257

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII DURATION**

The corporation shall exist perpetually. The effective date of this corporation shall be June 1, 2001.

## **ARTICLE VIII OTHER PROVISIONS**

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to

accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



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Alan Whitehouse, Incorporator  
11250 Old St. Augustine Road  
JACKSONVILLE, Florida 32257

## CERTIFICATION OF REGISTERED AGENT

Pursuant to Florida Statute this corporation named below appoints the undersigned as corporate agent.

**Name of Corporation:** Whitehouse Consulting, Inc.

**Name of Registered Agent:** Alan Whitehouse  
15-124  
11250 Old St. Augustine Rd  
Jacksonville, FL 32257

Having been named registered agent to accept service of process for the above stated corporation at the place designated herein, 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.

Alan Whitehouse  
Signature of Registered Agent

MAY 25, 2001  
Date

FILED  
01 MAY 31 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA