

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

WEATHERLY CONSULTING, INC.

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**ARTICLES OF INCORPORATION
OF
WEATHERLY CONSULTING, INC.,
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Weatherly Consulting, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

333 New River Drive East
Fourth Floor
Fort Lauderdale, Florida 33301

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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*Prepared By: Laz L. Schneider, Esq.
Berger Singerman
350 E. Las Olas Blvd., Suite 1000
Ft. Lauderdale, FL 33301
954-525-9900*

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ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 333 New River Drive East, 4th Floor, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Anthony Giordano.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time-to-time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Anthony F. Giordano	333 New River Drive East, Fourth Floor Ft. Lauderdale, Florida 33301
John Thristino	333 New River Drive East, Fourth Floor Ft. Lauderdale, Florida 33301

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ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name

Anthony Giordano

Address

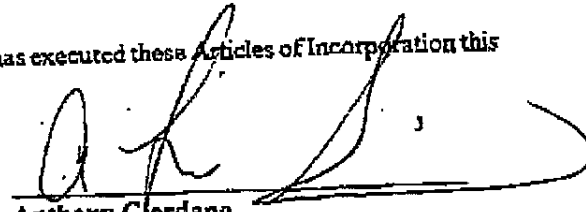
333 New River Drive East, 4th Floor
Fort Lauderdale, FL 33301

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

31 day of July, 2001.



Anthony Giordano
Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Weatherly Consulting, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Weatherly Consulting, Inc..

Date, July 31, 2001
Anthony Giordano
Initial Registered AgentSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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