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TRANSMITTAL LETTER

FILED

01 AUG 27 PM 3:18

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-08/28/01--01007--011

*****87.50 *****87.50

SUBJECT: The W.H.O. Group, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Gary R. Wasser
Name (Printed or typed)

1216 Santiago Dr.
Address

Bradenton, Fl. 34209
City, State & Zip

941-792-0542
Daytime Telephone number

GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 8/28/01

DOC. EXAM P White

NOTE: Please provide the original and one copy of the articles.

50000
8/28/01

ARTICLES OF INCORPORATION
Of
THE W.H.O. GROUP, 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 THE WHO.GROUP, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The address where the corporation's principal place of business will be located is:

Street Address: 5620 Gulf of Mexico Drive, Suite 6
City, State, Zip: Longboat Key, FL 34228
County: Manatee
Telephone: (941) 383-0817

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

Mailing Address: P.O. Box 71
City, State, Zip: Cortez, FL 34215

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 shares of no par value stock.

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:

Name: Gary Wasser
Address: 5620 Gulf of Mexico Drive, Suite 6
Manatee County
City, State, Zip: Longboat Key, FL 34228
Telephone: (941) 383-0817

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ARTICLE V PURPOSE

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

ARTICLE VI DIRECTORS

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

Name: Gary Wasser
Address: 1216 Santiago Drive
City, State, Zip: Bradenton, FL 34209
Telephone: (941) 383-0817

Name: Bobby Hardy
Address: 8604 11th Ave. N.W.
City, State, Zip: Bradenton, FL 34209
Telephone: (941) 383-0817

Name: Sharon O'Connor
Address: 12319 42nd Ave. Drive W.
City, State, Zip: Cortez, FL 34215
Telephone: (941) 383-0817

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 LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives and improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**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.

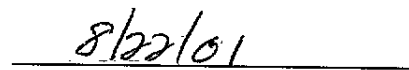
**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are:

Name: Gary Wasser
Address: P.O. Box 71
City, State, Zip: Bradenton, FL 34215
Telephone: (941) 383-0817



Signature/Incorporator



Date

REGISTER AGENT

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

Gary R. Wayne
Signature/Registered Agent

8/22/01
Date

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TALLAHASSEE FLORIDA