

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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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : DALE, BALD, SHOWALTER & MERCIER, P.A.
Account Number : I20000000171
Phone : (904)355-1155
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FLORIDA PROFIT CORPORATION OR P.A.

THE WHITTER FREY CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	01 (0)
Estimated Charge	\$78.75

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01 SEP -4 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP - 4 2001

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ARTICLES OF INCORPORATION
OF
THE WHITTER FREY CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is THE WHITTER FREY CORPORATION.

Article II

Nature of Business

This corporation is organized for the purposes of operating a retail establishment that specializes in stationary, invitations, paper products and writing instruments and for the purpose of transacting any or all lawful business.

Article III

Principal Office

The initial principal office and mailing address of the corporation is 330 A1A North, Unit 205, Ponte Vedra Beach, Florida 32082.

Article IV

Capital Stock

A. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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C. Restrictions on Transfer of Stock. Shares of capital stock of this corporation shall be issued initially to the following persons, in the amounts shown:

<u>NAME</u>	<u>SHARES</u>
Judy Whitter Frey	510
Robert Frey	490

Shares held by the stockholders listed above, as well as any other person acquiring the capital stock of this corporation after the filing of these Articles of Incorporation, may not be resold, assigned, pledged or otherwise transferred to any other person unless such shares are first offered to the other shareholders or all shareholders consent, in writing, to the pledge or assignment. Other restrictions on the sale, transfer, or encumbrance of the stock, including the price and terms at which, and the time within which, such shares may be offered and sold, may be further specified by bylaw provision or by written agreement among all of the shareholders of this corporation.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Julie Saieg, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

Article VI

Directors

A. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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B. Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Judy Whitter Frey	9928 Deercreek Club Road, East Jacksonville, Florida 32256
Robert Frey	9928 Deercreek Club Road, East Jacksonville, Florida 32256

C. Director Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VII

Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Julie Saieg
Dale, Bald, Showalter & Mercier, P.A.
200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202

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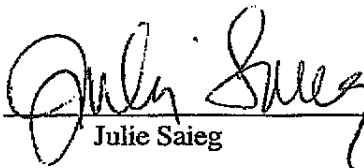
Article IXAmendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article XIndemnification

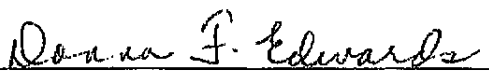
This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 31st day of August, 2001.


Julie Saieg

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 31st day of August, 2001, by Julie Saieg, who is personally known to me.



Notary Public, State of Florida
Large
Commission Expires: January 29, 2003
Donna F. Edwards
Typed or printed name of Notary
#CC 802308
Notary Public, State of Florida

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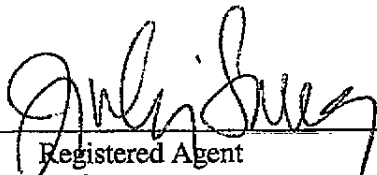
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That THE WHITTER FREY CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named Julie Saieg, located at 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.


Incorporator
Date: August 24, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent
Date: August 31, 2001