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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

03 APR 15 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**WHITMAN & LAWRENCE CONSULTING, INC.**

Certificate of Status	0
Certified Copy	1
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H03000119916
ARTICLES OF INCORPORATION

OF

WHITMAN & LAWRENCE CONSULTING, INC.

ARTICLE I

The name of this Corporation is:

WHITMAN & LAWRENCE CONSULTING, INC.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI

VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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ARTICLE VII
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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: **8001 S.W. 36TH STREET, SUITE 12, DAVIE, FLORIDA 33328**, and the name of the initial registered agent of this Corporation at that address is: **MITCHELL NEWMAN**, and the principal place of business of the corporation is **8001 S.W. 36TH STREET, SUITE 12, DAVIE, FLORIDA 33328**.

ARTICLE IX

This Corporation shall have One (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

**MITCHELL NEWMAN
8001 S.W. 36TH STREET, SUITE 12
DAVIE, FLORIDA 33328**

**DAVID STAMEGNA
8001 S.W. 36TH STREET, SUITE 12
DAVIE, FLORIDA 33328**

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

**MITCHELL NEWMAN
8001 S.W. 36TH STREET, SUITE 12
DAVIE, FLORIDA 33328**

**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of April, 2003.

**WHITMAN & LAWRENCE
CONSULTING, INC.**

BY: *[Signature]*
MITCHELL NEWMAN, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MITCHELL NEWMAN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 16 day of April, 2003, in the County and State aforesaid.

[Signature]
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____



Angela Warshelski
Commission # 00 896172
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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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 PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT WHITMAN & LAWRENCE CONSULTING, INC. DESIRING
TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 8001 S.W. 36TH
STREET, SUITE 12, DAVIE, FLORIDA 33328 HAS NAMED MITCHELL NEWMAN,
LOCATED AT 8001 S.W. 36TH STREET, SUITE 12, DAVIE, FLORIDA 33328, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

WHITMAN & LAWRENCE CONSULTING, INC.

BY: *Mitchell Newman*
MITCHELL NEWMAN, Incorporator

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 FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

WHITMAN & LAWRENCE CONSULTING,
INC.

BY: *Mitchell Newman*
MITCHELL NEWMAN Dated:

STATE OF FLORIDA
COUNTY OF PALM BEACH }

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer
oaths and to take acknowledgments, personally appeared MITCHELL NEWMAN, known to me to
be the person described in and who executed the foregoing instrument, who acknowledged before me
that he executed the same, that I relied upon the following form of identification of the above-named
person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 16 day of April, 2003, in the County and
State aforesaid.

Angela Warshefeld
NOTARY PUBLIC, STATE OF FLORIDA
Angela Warshefeld
Commission # OC 896172
Expires Jan. 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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