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(Business Entity Name)

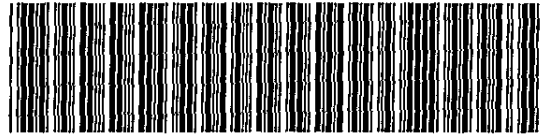
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TALLAHASSEE, FLORIDA
03 JUN -9 PM 2:24

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[Handwritten signature and scribbles]

PADEREWSKI, DANNHEISSER & SWEETING, P.A.

ALEXANDER G. PADEREWSKI
B. V. DANNHEISSER, III

ATTORNEYS AT LAW
1834 MAIN STREET
SARASOTA, FLORIDA 34236
(941) 365-7600
FAX (941) 366-6324

MICHAEL E. SWEETING
MARK T. FLAHERTY

May 14, 2003

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

Re: Whitney Group, Inc.

Dear Sir:

Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	\$ <u>52.50</u>
Total	\$122.50

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/as
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 28, 2003

PADEREWSKI DANNHEISSER & SWEETING, P.A.
% ALEXANDER G. PADEREWSKI
1834 MAIN STREET
SARASOTA, FL 34236

SUBJECT: WHITNEY GROUP, INC.
Ref. Number: W03000015117

We have received your document for WHITNEY GROUP, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L03000018673.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 703A00033465

RECEIVED
03 JUN - 9 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SARASOTA WHITNEY GROUP, INC.**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
03 JUN -9 PM 2:24

ARTICLE I - NAME

The name of the corporation shall be SARASOTA WHITNEY GROUP, INC. The mailing address for the corporation is 7811 Mathern Court, Bradenton, Florida, 34202.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Alexander G. Paderewski, and his address is 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. the name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Harvey Whitney	7811 Mathern Court Bradenton, FL 34202
Sandra Whitney	7811 Mathern Court Bradenton, FL 34202

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is:
Alexander G. Paderewski, 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VIII - TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by-laws of this corporation may likewise include proper provisions

for the making of such agreements as aforesaid.

ARTICLE IX TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

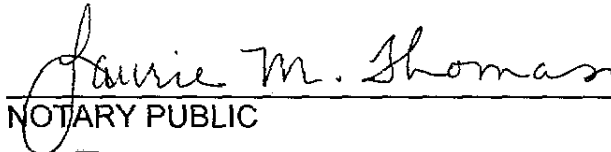
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of June, 2003.



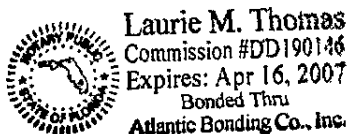
ALEXANDER G. PADEREWSKI
Subscriber

**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 5 day of June, 2003, by ALEXANDER G. PADEREWSKI.


NOTARY PUBLIC

Printed, Typed or Stamped Name of Notary



Personally known X

or Produced identification _____

Type of identification produced _____

ACCEPTANCE

Having been named to accept service of process for SARASOTA WHITNEY GROUP, INC. at the place indicated in the foregoing Articles of Incorporation, 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.

DATE: June 5, 2003


ALEXANDER G. PADEREWSKI

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TALLAHASSEE, FLORIDA
JUN - 9 2003
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