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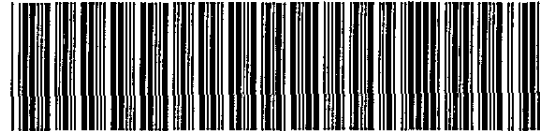
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SECRETARY U.S. DEPT. OF STATE
ALLAHABAD, INDIA

STEVEN H. KANE*
JEFFREY M. KOLTUN**
ELISA A. CAWOOD***

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

***Also admitted in Kentucky
and Missouri

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
557 NORTH WYMORE ROAD
SUITE 100
MAITLAND, FLORIDA 32751
E-MAIL: lawoffices@kaneandkoltun.com

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

October 23, 2003

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: F. H. Whitehead and Associates, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

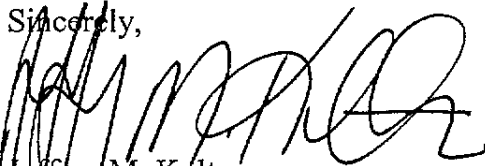
In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of F. H. Whitehead and Associates, Inc., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,



Jeffrey M. Koltun

JMK:kk
Enclosures

cc: Mr. Ted Whitehead

**ARTICLES OF INCORPORATION
OF
F. H. WHITEHEAD & ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is F. H. Whitehead & Associates, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

3011 Maingate Lane
Kissimmee, Florida 34747

The name of the initial registered agent of the corporation is:

Frederick H. Whitehead

The street address of the corporate offices shall be:

3011 Maingate Lane
Kissimmee, Florida 34747

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Frederick H. Whitehead	3011 Maingate Lane Kissimmee, Florida 34747	President/Director
Katherine G. Whitehead	3011 Maingate Lane Kissimmee, Florida 34747	Secretary/Treasurer/ Director

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Frederick H. Whitehead	3011 Maingate Lane Kissimmee, Florida 34747

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - NO PRE-EMPTIVE RIGHTS

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

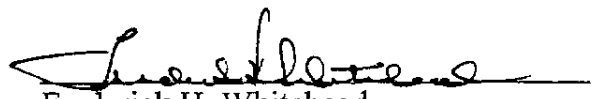
ARTICLE XI - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of October, 2003.


Frederick H. Whitehead

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is F. H. Whitehead & Associates, Inc.
2. The name and address of the registered agent and office is Frederick H. Whitehead, 3011 Maingate Lane, Kissimmee, Florida 34747.

DATED October 20, 2003.


Frederick H. Whitehead

ACCEPTANCE

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

DATED October 20, 2003.


Frederick H. Whitehead

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