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**FLORIDA PROFIT CORPORATION OR P.A.**

**ROGER WHITLEY HOLDINGS, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ROGER WHITLEY HOLDINGS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is **ROGER WHITLEY HOLDINGS, INC.** (the "Corporation").

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 400 N. Tampa Street, Suite 2300, Tampa, FL 33602.

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue ten million (10,000,000) shares of common stock, with a par value of \$.001 per share, 100,000 of which shall be voting shares, and 9,900,000 of which shall be non-voting shares. Except for the difference in voting rights, all shares of common stock shall have the same rights.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 400 N. Tampa Street, Suite 2300, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is James W. Goodwin, Esq.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

James W. Goodwin

**Address**

400 N. Tampa Street, Suite 2300  
Tampa, Florida 33602

James W. Goodwin, Esq. #375519  
Macfarlane Ferguson & McMullen  
400 North Tampa Street - Suite 2300  
Tampa, Florida 33602 (813) 273-4200

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**ARTICLE VI**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 30<sup>th</sup> day of December, 2003.

  
James W. Goodwin, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30<sup>th</sup> of December, 2003.

  
James W. Goodwin, Registered Agent

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